

N 9500003/04

TODD A. STERZOY
Holland and Knight

900001525089
-06/28/95--01003--001
****490.00 ****122.50

(Requestor's Name)	
315 South Calhoun Street Suite 600	
(Address)	
Tallahassee, Florida 32302	
(City, State, Zip)	(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Beneva Village Condominium Association INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 8:00
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☐ Certificate of Status

53 JUN 27 PM 1:23
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

B. REGISTER JUN 28 1995
789, 2295, 524, 671
7095-12134

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 28, 1995

HOLLAND AND KNIGHT

TALLAHASSEE, FL 32302

SUBJECT: BENEVA VILLAGE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W95000013134

We have received your document for BENEVA VILLAGE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$490.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

PLEASE REMOVE THE REFERENCE TO THE REGISTERED OFFICE IN THE HEADING OF ARTICLE VI. ANYWHERE THE WORDS REGISTERED OFFICE OR REGISTERED AGENT ARE MENTIONED, THEY MUST BE IDENTICAL.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 095A00031613

100-100000
95 JUN 27 PM 1:23
SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BENEVA VILLAGE CONDOMINIUM ASSOCIATION, INC.**

**ARTICLES OF INCORPORATION
OF
BENEVA VILLAGE
CONDOMINIUM ASSOCIATION, INC.**

a Corporation Not-For-Profit

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned, hereby forms a corporation for the purposes and with the powers herein specified; and to that end the undersigned does, by these Article of Incorporation, set forth:

I. NAME

The name of the corporation shall be **BENEVA VILLAGE CONDOMINIUM ASSOCIATION, INC.** ("Association").

II. PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the **BENEVA VILLAGE, A CONDOMINIUM** ("Condominium") which may be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Act") upon that certain real property situated in Sarasota County, Florida, described on Exhibit "A" of the Declaration of Condominium of Beneva Village, A Condominium to be recorded in the public records of Sarasota County, Florida ("Declaration") as such Declaration is amended at any one time, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association which will be adopted ("Bylaws") pursuant hereto and the Declaration as and when the property described therein together with the improvements situated thereon are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the lands submitted to the condominium form of ownership; the improvements thereon and such other property, real and/or personal, as may be or become part of the Condominium ("Condominium Property") to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration. In addition, the Association may be designated as the association to operate and maintain other condominiums. Upon designating the Association in a declaration of condominium creating a condominium, the association shall have all the powers, duties and obligations as set forth in the declaration for such condominium and as set forth herein with respect to such condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make, establish and amend reasonable rules and regulations governing use of the Units, Common Elements, Limited Common Elements in and of the Condominium, as such terms will be defined in the Declaration.
2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium in accomplishing the purposes set forth in the Declaration.
3. Except as limited in the Declaration, maintain, repair, replace, operate, lease and manage the Condominium Property, Common Elements and Association Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property.
4. Contract for the management of the Condominium and, in connection therewith, to delegate and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws.
5. Employ personnel to perform the services required for proper operation of the Condominium.
6. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium which may hereafter be established.
7. Buy, own, operate, lease, sell, trade and mortgage both real and personal property for the benefit of its members.
8. Except as otherwise provided in the Declaration, use its best efforts to obtain and maintain adequate insurance to protect the Association, the Association Property, the Common Elements and the Condominium Property in accordance with the requirements set forth in the Declaration.
9. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.
10. Grant permits, licenses and easements over the common areas for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the condominium.
11. Contract to sue or be sued with respect to its exercise or non-exercise of its powers.
12. Enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities including recreational facilities in clubs, whether such facilities are contiguous with the Condominium Property provided that such facilities are for the benefit of Members.
13. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, Bylaws and the Act (as of the date of incorporation).

IV. MEMBERS

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association, further in the event that this Association is designated as the Association to operate and manage another Condominium the owners of the units in such condominium shall also be members, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of a fee title to a Unit in a condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purpose authorized herein, in the Declaration, and in the Bylaws.

D. On all matters upon which the membership be entitled to vote, as hereinafter provided, there shall be one, and only one vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit as provided for in the Bylaws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

E. Until such time as Declaration is recorded in the public records of Sarasota County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

V. EXISTENCE

The Association shall have perpetual existence.

VI. PRINCIPAL OFFICE

The street address of the initial principal office and the initial mailing address of the Association is at 741 South Beneva Road, Sarasota, Florida 34232, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII. MANAGEMENT

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors. The Board of

Directors, or the President, with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII. BOARD OF DIRECTORS

There are presently two Units in the Condominium, and each Owner shall be entitled to appoint two directors. Accordingly, there shall be four directors in the Board of Directors (the "Board"). Should the Unit Owners decide in the future to subdivide their units, then as a condition to such subdivision and any necessary amendment to the Declaration in order to facilitate same, the Unit Owners must also amend these Articles in order to determine the number of Directors that will constitute the Board and the manner in which those Directors will be appointed.

IV. OFFICERS

The Board of Directors shall elect at the annual meeting of members each year, a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X. FIRST OFFICERS

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Eylaws, and have qualified, shall be the following:

President/Treasurer	-	Marc Levin
Vice President/Secretary	-	Raymond R. Brandstrom

XI. BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of the majority of the Board of Directors.

XII. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is

adjudged guilty of willful misfeasance or malfeasance in the performance his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

XIII. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning ten percent (10%) of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting or by written approval, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the Units of the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Sarasota County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

XIV. FIDELITY BONDING

In addition to the indemnification provisions hereof, the Association shall obtain and maintain blanket fidelity bonds on each Director, officer and employee of the Association and of any management firm. Upon majority vote of the Directors, the provisions of this paragraph may be waived. The total number of fidelity bond coverage shall be based upon the best business judgment of the Board of Directors and shall not be less than the estimated maximum funds including reserve funds, in the custody of the Association or management firm, as the case may be, at any given time during the term of each bond. However, in no event may the aggregate amount of such bonds be less than a sum equal to three (3) months' aggregate assessments on all Units plus reserve funds or \$10,000, whichever is the greater. If fidelity bond shall name the Association as an obligee and shall contain waivers by the issuers of the bonds of all defenses based upon the exclusion of persons serving without compensation from the

definition of "employees" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense (except for the premiums on fidelity bonds maintained by the management firm, if any). The bonds shall provide that they may not be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least ten (10) days' prior written notice to the Association.

XV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Intrastate Registered Agent Corporation, 701 Brickell Avenue, Miami, Florida 33131.


XVI. INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Morris H. Miller	315 South Calhoun Street Suite 600 Tallahassee, Florida 32302

The incorporator of the corporation assigns to this his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 27th day of June, 1995.



Morris H. Miller
Incorporator

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED;

BENEVA VILLAGE CONDOMINIUM ASSOCIATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 741 SOUTH BENEVA ROAD, SARASOTA, FLORIDA 34232, HAS NAMED
| Intrastate Registered Agent Corporation, LOCATED AT 701 Brickell Avenue, Suite 3000, Miami,
Florida 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

M. Miller VICE PRESIDENT
Morris Miller
Intrastate Registered Agent Corporation

Dated: 6/27/95