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AUTHORIZATION :

Patricia Pigg

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ORDER NO. : 795410

CUSTOMER NO: 007490

CUSTOMER: Robert C. Sifrit, Esq
FARR FARR EMERICH SIFRIT AND
HACKETT, P.A.

2315 Aaron Street
Port Charlotte, FL 33952

DOMESTIC FILING

NAME: MORNING STAR VILLAS
CONDOMINIUM ASSOCIATION, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JAN - 9 1996

FILED
96 JAN - 8 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 JAN - 8 PM 2:09
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MORNING STAR VILLAS CONDOMINIUM ASSOCIATION, INC.
(A Not For Profit Corporation)

FILED
96 JAN -8 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR HEREBY ASSOCIATES HIMSELF FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT UNDER AND PURSUANT TO FLORIDA STATUTES CHAPTER 617, AND DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE 1
NAME

The name of this corporation shall be MORNING STAR VILLAS CONDOMINIUM ASSOCIATION, INC., a Not For Profit Corporation with its principal place of business at 1180 San Cristobal Avenue, Port Charlotte, Florida 33983. For convenience, the corporation shall be herein referred to as the "Association".

ARTICLE 2
PURPOSE

1. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Florida Statutes Chapter 718 for the operation of MORNING STAR VILLAS, A Condominium, to be located upon land in Charlotte County, Florida, more particularly described in Article III of the Declaration of Condominium of MORNING STAR VILLAS, A Condominium.

2. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE 3
POWERS AND DUTIES

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common-law and statutory powers of a corporation not for profit not inconsistent with the Condominium Act, Florida Statutes Chapter 718.

2. The Association shall have all of the powers and duties set forth in the Declaration of Condominium of Morning Star Villas, A Condominium and these Articles of Incorporation not inconsistent with the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners as necessary to defray costs, expenses and losses of the condominium. Provided, however, the Association shall not charge any fee against a unit owner for the use of common elements or Association property unless such use is the subject of a lease between the Association and the unit owner.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To undertake the maintenance, repair, replacement and operation of the condominium property.

d. To purchase policies of insurance for the condominium property and for the protection of the Association and its members as unit owners, as provided in Florida Statutes Chapter 718.

e. To construct improvements after casualty and for the improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium. Provided, however, that all such amendments to these Articles shall be approved as required by Florida Statute or the Declaration of Condominium before such shall become effective.

g. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

i. To contract for the management of the condominium where such management of the condominium does not contravene the Declaration of Condominium, the Condominium Act and the Florida General Corporation Act.

j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

k. To employ personnel to perform the services required for the proper operation of the condominium.

3. The Association has the power to acquire title to property and otherwise hold property for the use and benefit of its members.

4. All funds and the titles of all properties acquired by the

Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium and the Bylaws.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

6. The Association shall have the duty to maintain official records as set forth in Florida Statutes Section 718.111(12).

ARTICLE 4 MEMBERS

1. The members of the Association shall consist of all of the record owners of a present vested interest in a unit in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

2. After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be effected by recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. Upon recordation and delivery of such instrument, the owner designated therein shall become a member of the Association and the membership of the prior owner shall be terminated.

3. The share 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 his unit.

4. All Owners of each unit shall collectively be entitled to one (1) voting interest. If a unit is owned by more than one person, then the person entitled to cast such vote shall be determined as follows:

A statement must be filed with the Secretary of the Corporation, in writing, signed under oath by all members with a present, vested interest in the unit (hereinafter, the "Owners") and shall state:

a. The respective percentage interest (as recorded in the Public Records of Charlotte County, Florida) of each of the Owners in the fee title of the unit;

b. Which of the owners will represent all of the owners at membership meetings and cast the vote to which they are collectively entitled. The person so designated shall be known as the Voting Member and shall be the only one of the Owners eligible to cast the vote for

that unit at membership meetings. The person designated as the Voting Member may continue to cast the binding vote for all of the Owners of the unit until such time as another person is properly designated, in the manner set forth above, as the Voting Member for the Unit.

ARTICLE 5
DIRECTORS

1. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. In the absence of such a determination, the Board shall consist of three (3) Directors. The initial Directors set forth below shall be members of the Association. Provided, however, that after turnover, non-members may serve as Directors upon amendment of the Bylaws to allow a non-member to serve as a Director. Directors shall be elected annually by the members at a meeting to be held the second Tuesday in January of each year as provided in the Bylaws. The qualification of the Directors is stated in the Bylaws.

2. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Malcolm L. Barringer	2178 Calcutta Road Port Charlotte, FL 33983
Roy L. Balcomb	5 Longwater House 10/11 Portsmouth Road Kingston-UPON-Thames Surrey, England KT1-2LT
Janet A. Balcomb	5 Longwater House 10/11 Portsmouth Road Kingston-UPON-Thames Surrey, England KT1-2LT
F. Corrine Barringer	2178 Calcutta Road Port Charlotte, FL 33983

ARTICLE 6
OFFICERS

The affairs of the Association shall be administered by the Officers designated by the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are

as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Malcolm L. Barringer	President	2178 Calcutta Road Port Charlotte, FL 33983
Roy L. Balcomb	Vice President	5 Longwater House 10/11 Portsmouth Road Kingston-UPON-Thames Surrey, England KT1-2LT
Janet A. Balcomb	Secretary	5 Longwater House 10/11 Portsmouth Road Kingston-UPON-Thames Surrey, England KT1-2LT
F. Corrine Barringer	Treasurer	2178 Calcutta Road Port Charlotte, FL 33983

ARTICLE 7 INDEMNIFICATION

Every Director and every Officer and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees through all trial and appellate levels, reasonably incurred by or imposed in connection with any proceeding, arbitration, or settlement to which such person may be a party, or in which they may become involved, by reason of being or having been a Director, Officer, or committee member of the Association. Notwithstanding the foregoing, in the event of a voluntary settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director, Officer, or committee member admits or is adjudged guilty of willful misfeasance or nonfeasance in the performance of their duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which such Director, Officer or committee member may be entitled by common law or statute.

ARTICLE 8 BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by affirmative vote of not less than a majority of the voting interests of the Association membership, or as otherwise provided by the Bylaws.

ARTICLE 9
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each member at least fourteen (14) days prior to the meeting.

2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors shall be permitted to vote only if present at the meeting at which an amendment is considered, and members may vote at meetings either in person or by proxy.

a. Such approvals must be by not less than two thirds (2/3) of the entire membership of the Board of Directors.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting interests of members, or any change to the proportion or percentage by which the owner of the parcel shares the common expenses and owns the common surplus or materially alter or modify the appurtenances to the unit, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. This provision shall not prevent amendments to the Declaration of Condominium in the manner provided therein. Further provided that until turnover of control of the Condominium Association the Board of Directors shall have the sole right to amend the Articles of Incorporation by two-thirds (2/3) vote. An amendment shall not affect the Developer prior to turnover of Association control without Developer's written consent.

4. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE 10
TERM

The term of the Association shall be perpetual.

ARTICLE 11
INCORPORATOR

The name and address of the Incorporator of these Articles of

Incorporation is as follows:

NAME
Malcolm L. Barringer

ADDRESS
2178 Calcutta Road
Port Charlotte, FL 33983

ARTICLE 12
REGISTERED AGENT

The name and address of the Registered Agent for service of process shall be:

Malcolm L. Barringer
2178 Calcutta Road
Port Charlotte, FL 33983

and he is hereby designated as registered agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Port Charlotte, Florida, this 4th day of January, 1996.

Malcolm L. Barringer (SEAL)
MALCOLM L. BARRINGER, Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

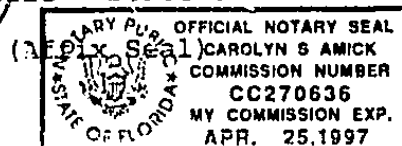
BEFORE ME the undersigned authority, personally appeared MALCOLM L. BARRINGER, to me well known and known to me to be the person who executed the foregoing Articles of Incorporation of MORNING STAR VILLAS CONDOMINIUM ASSOCIATION INC., a Not For Profit Corporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth

WITNESS my hand and official seal at Port Charlotte, Florida, this 4 day of January, 1996.

Carolyn S. Amick
Notary Public - State of Florida

My Commission Expires:

ACCEPTANCE



I, a resident of Charlotte County, Florida, hereby accept the foregoing designation as registered agent of MORNING STAR VILLAS

CONDOMINIUM ASSOCIATION, INC., a Not For Profit Corporation.

Witness my hand and official seal this 4th day of JANUARY, 1996.

Malcolm L. Barringer
MALCOLM L. BARRINGER, Registered Agent

FILED
96 JAN -8 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA