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FROM: KANETSKY, MOORE & DEBOER, P.A.

ACCT#: 075350000267

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PHONE: (941) 485-1571

NAME: NOLEN PARK VILLAS ASSOCIATION, INC.

AUDIT NUMBER.....H98000018482

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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PAGES..... 8

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 6, 1998

KANETSKY, MOORE & DEBOER, P.A.

SUBJECT: NOLEN PARK VILLAS ASSOCIATION, INC.  
REF: W98000022677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

THE FAX AUDIT NUMBERS NEED TO BE CONSISTENT AT THE TOP AND BOTTOM OF EACH PAGE. PLEASE REFER TO PAGE 3. ALSO, PLEASE TYPE "INCORPORATOR & REGISTERED AGENT" UNDERNEATH DONALD F. O'CONNELL'S SIGNATURE AS THE INCORPORATOR AS HE NEEDS TO SIGN FOR BOTH POSITIONS.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

FAX Aud. #: E98000018482  
Letter Number: 798A00049557

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOLEN PARK VILLAS ASSOCIATION, INC.

A corporation not for profit  
under the laws of the State of Florida

The undersigned hereby associate themselves for the  
purpose of forming a corporation not for profit under Chapter 617,  
Florida Statutes, and certify as follows:

ARTICLE 1

Name, Address and Registered Agent

1.1) Name. The name of the corporation shall be NOLEN  
PARK VILLAS ASSOCIATION, INC., a Florida corporation not for  
profit. For convenience the corporation shall herein be referred  
to as the "Association".

1.2) Principal Place of Business and Mailing Address.  
The principal place of business and the mailing address of the  
corporation shall be: 414 Palmetto Court, Venice, FL 34285.

1.3) Initial Registered Agent and Street Address. The  
name and address of the initial registered agent is: Donald F.  
O'Connell, 414 Palmetto Court, Venice, FL 34285.

ARTICLE 2

Purpose

2.1) Purpose. The purpose for which the Association is  
organized is to provide an entity pursuant to Section 718.11 of  
the Florida Condominium Act for the maintenance, operation and  
management of NOLEN PARK VILLAS, a Condominium, (herein the  
"Condominium"), located in Sarasota County, Florida.

2.2) Distribution of Income. The Association shall make  
no distribution of income to and no dividend shall be paid to its  
members, directors, or officers.

2.3) No Shares of Stock. The Association shall not have  
or issue shares of stock.

THIS INSTRUMENT PREPARED BY  
Robert L. Moore  
Attorney At Law  
P.O. Box 1767  
Venice, Florida 34284-1767  
(941) 485-1571  
Fla. Bar #108640

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## ARTICLE 3

Powers

3.1) Common Law and Statutory Powers. The Association shall have all of the common-law and statutory powers of a corporation not in conflict with the terms of these Articles of Incorporation or the Florida Condominium Act.

3.2) Specific Powers. The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida, these Articles of Incorporation and by the Declaration of Condominium (hereinafter the "Declaration") and all of the powers and duties reasonably necessary to maintain, manage and operate the Condominium pursuant to such 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 to defray the costs, expenses and losses of operation.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the Condominium property.
- (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as Unit Owners.
- (e) To make and amend reasonable rules and regulations respecting the use of the property in the Condominium.
- (f) To approve or disapprove the transfer, mortgage and ownership of Units in the Condominium.
- (g) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property of the Condominium.
- (h) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the Declaration of Condominium to have the approval of Directors or the membership of the Association.

(i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

(j) To employ personnel to perform the services required for proper operation of the Condominium.

(k) To purchase Units in the Condominium and to acquire and hold, lease, mortgage and convey the same, subject, however, to the provisions of the Declaration and Bylaws relative thereto.

3.3) Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

3.4) Limitation on Exercise of Powers. 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 of the Association.

#### ARTICLE 4 Members

4.1) Members. The members of the Association shall consist of all the record owners of Units in the Condominium from time to time, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2) Change of Membership. After receiving any approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Condominium. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

4.3) Limitation on Transfer of Shares of Assets. 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 the member's Unit.

4.4) Voting. The Owner of each Unit shall be entitled to one vote (voting interest) as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

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**ARTICLE 5**  
**Directors**

5.1) Board of Directors. The affairs of the Association shall be managed by the Board of Directors consisting of three Directors. Directors need not be members of the Association.

5.2) Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

5.3) First Election of Directors. The first annual election of Directors by the membership shall not be held until January 1, 2005, or until Developer elects to terminate its control of the Association, or until required by the Florida Condominium Act. The transfer of control of the Association by the Developer to the members shall be as provided in the Declaration of Condominium for the Condominium.

5.4) First Board of Directors. The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALD F. O'CONNELL	414 Palmetto Court Venice, FL 34285
IRENE L. O'CONNELL	414 Palmetto Court Venice, FL 34285
RONALD W. HIGEL	416 Palmetto Court Venice, FL 34285

**ARTICLE 6**  
**Officers**

6.1) Officers. The affairs of the Association shall be administered by a President, Vice-President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Association. 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 and elected by the Board of Directors are as follows:

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DONALD F. O'CONNELL	President	414 Palmetto Court Venice, FL 34285
RONALD W. HIGEL	Vice President	416 Palmetto Court Venice, FL 34285
IRENE L. O'CONNELL	Secretary/Treasurer	414 Palmetto Court Venice, FL 34285

The Directors and Officers may lawfully and properly exercise the power set forth in ARTICLE 3, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration of Condominium as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of this corporation of the powers pertinent thereto.

#### ARTICLE 7 Indemnification

7.1) Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest 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.

#### ARTICLE 8 Bylaws

8.1) Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in certain instances by the Board of

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Directors and in certain instances by the membership in the manner provided by the Bylaws.

ARTICLE 9  
Amendments

9.1) Amendments. Subject to the provisions of the Sections 9.2 and 9.3 of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) 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. Except as elsewhere provided, such approvals must be by not less than 60% of the voting interests of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

9.2) Limitation on Amendments. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of ARTICLE 3 or Section 5.3 of ARTICLE 5, 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 of the State of Florida or the Declaration of Condominium.

9.3) Initial Amendments by First Board of Directors. Until the first election of directors by the members, amendments to these Articles of Incorporation may be proposed and adopted by the unanimous action of the First Board of Directors named in these Articles.

9.4) Certification. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Sarasota County, Florida.



ARTICLE 10  
Term

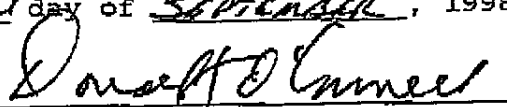
10.1) Term. The term of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration and, in the event of such termination, the corporation shall be dissolved in accordance with the law.

ARTICLE 11  
Subscribers (Incorporators)

11.1) Names and Addresses. The names and residence addresses of the incorporators of these Articles of Incorporation are as follows:

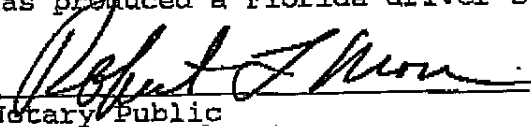
<u>NAME</u>	<u>ADDRESS</u>
DONALD F. O'CONNELL	414 Palmetto Court Venice, FL 34285

IN WITNESS WHEREOF, the incorporators have hereto affixed their signatures on this 21<sup>st</sup> day of SEPTEMBER, 1998.

  
DONALD F. O'CONNELL  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

21<sup>st</sup> The foregoing instrument was acknowledged before me this day of SEPTEMBER, 1998, by DONALD F. O'CONNELL. He is personally known to me or who has produced a Florida driver's license as identification.

  
Notary Public  
Commission No.

My Commission Expires:



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KANETSKY-MOORE

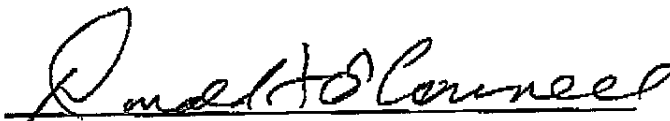
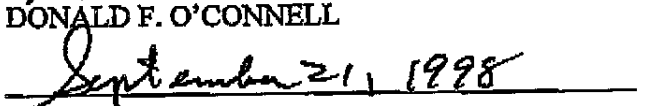
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**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
DONALD F. O'CONNELL  
  
DATE

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98 OCT -7 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA