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ARTICLES OF INCORPORATION
OF
BAYWOOD COLONY GARDEN APARTMENTS
CONDOMINIUM ASSOCIATION, INC.

APR 12 11 37 AM '79
RECORDS SECTION
FILED

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

ARTICLE 1

Name and Definitions

The name of the corporation shall be BAYWOOD COLONY GARDEN APARTMENTS CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes for the operation of the condominium located in Sarasota County, Florida, and known as BAYWOOD COLONY GARDEN APARTMENTS, A Condominium.

ARTICLE 3

Powers

The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with these

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Articles. In addition the Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida except as limited by these Articles and the Declaration of Condominium of BAYWOOD COLONY GARDEN APARTMENTS, A CONDOMINIUM, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the condominium documents.

ARTICLE 4

Members

The owners of each of the units in BAYWOOD COLONY GARDEN APARTMENTS, A CONDOMINIUM, as shown by the public records of Sarasota County, Florida, are by reason of such ownership, members of the Association. Upon the termination of the condominium, those persons who are members of the Association at the time of such termination shall continue to be members of the Association.

In all matters involving the Association, there shall be one vote for each of the units in the Condominium.

ARTICLE 5

Board of Administration

The affairs of the Association shall be managed by a Board of Administration consisting of not less than three (3) nor more than five (5) directors as determined by the Bylaws.

The directors shall exercise all the duties and powers of the Association as provided by the common law and statutory powers of a corporation not for profit under the laws of the

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State of Florida, the Condominium Act, Declaration of Condominium, these Articles and the Bylaws.

The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancy on the Board of Directors may be filled in the manner provided by the Bylaws. Except as may be provided by statute, the first election of directors by members of the Association other than Developer of this condominium shall not be held until after the Developer has closed the sale of all of the units of the condominium, or until the Developer elects to terminate his control of the condominium or until after January 1, 1988, whichever occurs first. The directors named in these Articles shall serve until their successors are elected by the members other than the Developer; any vacancies in the Board of Administration occurring before the time for the election of directors by the members other than Developer, shall be filled by the Developer.

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 until removed, are as follows:

W. Dewey Kennell	5900 Tidewood Avenue Sarasota, Florida 33581
Evelyn G. Taylor	2340 Valencia Drive Sarasota, Florida 33579
Robert W. Beaudry	5544 Avenida del Mare Sarasota, Florida 33581

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ARTICLE 6

Officers

The affairs of the Association shall be administered by the officers designated in 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 address of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	W. Dewey Kennell 5900 Tidewood Avenue Sarasota, Florida 33581
Secretary-Treasurer	Evelyn G. Taylor 2340 Valencia Drive Sarasota, Florida 33579

ARTICLE 7

Indemnification

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel 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 of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director

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or officer or is serving at the time the expenses and liabilities are incurred; provided that in the event of a settlement of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for 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 that person may be entitled.

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 the directors and members in the manner provided by the Bylaws.

ARTICLE 9

Amendments

Amendments to these Articles of Incorporation shall be adopted by two-thirds vote of the members of the Association.

Amendments to the Articles of Incorporation may be adopted at only special or general meetings of the members of the Association after notice and the call of the meeting as provided in the Bylaws. Members may vote either in person or by proxy at the meeting considering the amendment or they may express approval or disapproval in writing provided such written expression is delivered to the Secretary at or prior to the

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meeting at which the resolution is to be considered.

No amendment to the Articles of Incorporation may change the qualifications for membership, voting rights or property rights of the members unless the amendment is approved in writing by all of the members and all record owners of mortgages upon units. No amendment shall be made that is in conflict with the laws of the State of Florida or the declaration of condominium of BAYWOOD COLONY GARDEN APARTMENTS.

In the event of an amendment to the Articles of Incorporation, a copy, certified to by the Secretary of the State shall be recorded in the public records of Sarasota County, Florida.

ARTICLE 10

Term

The term of the Association shall be perpetual.

ARTICLE 11

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

W. Dewey Kennell	5900 Tidewood Avenue Sarasota, Florida 33581
Evelyn G. Taylor	2340 Valencia Drive Sarasota, Florida 33579
Robert W. Beaudry	5544 Avenide del Mare Sarasota, Florida 33581

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IN WITNESS WHEREOF the subscribers have affixed their signatures this 10th day of April, 1978.

W. Dewey Kennell
W. DEWEY KENNEL

Evelyn G. Taylor
EVELYN G. TAYLOR

Robert W. Beaudry
ROBERT W. BEAUDRY

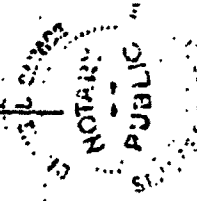
STATE OF FLORIDA
COUNTY OF SARASOTA

W. DEWEY KENNEL, EVELYN G. TAYLOR and ROBERT W. BEAUDRY, appeared before me, and after being duly sworn they acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in the Articles.

WITNESS my hand and official seal this 10th day of April, 1978.

Lizanne L. Savage
Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES 1981. 4 1981
SCHEMED BY THE GENERAL DEPT. OF REVENUE



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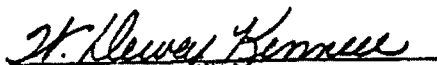
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Florida Statutes, the following is
submitted, in compliance with said statute:

That BAYWOOD COLONY GARDEN APARTMENTS CONDOMINIUM
ASSOCIATION, INC., desiring to organize under the laws of the
State of Florida with its principal office, as indicated in
the articles of incorporation at the County of Sarasota,
State of Florida, has named W. DEWEY KENNEL, located at
5900 Tidewood Avenue, Sarasota, Florida 33581, as its agent
to accept service of process within this state.

Having been named to accept service of process for the
above stated corporation, at place designated in this certifi-
cate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said statute relative to
keeping open said office.


W. DEWEY KENNEL

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