

ARTICLES OF INCORPORATION

OF

BENEVA-CLARK PLAZA CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I.

Name

The name of the Corporation shall be BENEVA-CLARK PLAZA CONDOMINIUM ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II.

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, the Condominium Act, Section 718.111, for the operation of BENEVA-CLARK PLAZA, CONDOMINIUM, located upon the following lands in Sarasota County, Florida, to-wit:

SEE ATTACHED EXHIBIT "A"

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

ARTICLE III.

Powers

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

(A) The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

(B) The Association shall have all the powers and duties set forth in the Condominium Act and those set forth in the Declaration and Bylaws if not inconsistent with the Condominium Act, as

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it may be amended from time to time, including, but not limited to, the following:

(1) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) The maintenance, repair, replacement and operation of the condominium property.

(4) The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

(5) The reconstruction of improvements after casualty, and the further improvement of the property.

(6) To make and amend reasonable regulations respecting the use of the common elements in the condominium; provided however, that all such regulations and their amendments shall be approved by not less than seventy-five (75%) percent of the votes of the unit owners of a particular condominium before such shall become effective.

(7) 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 of the condominium.

(8) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and

execution of contracts on behalf of the association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to lease such portions.

(10) To employ personnel to perform the services required for proper operation of the condominium.

(11) To purchase any land upon the approval of seventy-five percent (75%) of the unit owners of the condominium.

(C) The Association shall not have the power to purchase a unit of the condominium, except at sales in foreclosure of liens for assessments for common expenses, at which sales, the Association shall bid no more than the amount secured by its lien.

(D) All funds and the title 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, these Articles of Incorporation, and the Bylaws.

(E) 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.

ARTICLE IV.

Members

The members of the Association shall consist of all of the record owners of units in the condominium and the record owners of units in such other condominiums managed by the Association; and after termination of the condominium shall consist of those who are members at the time of such termination, their successors and assigns.

After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing a record title to a unit in the condominium, and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a

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member of the Association, and the membership of the prior owner is terminated.

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.

The owner of each unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit, and the manner of exercising voting rights, shall be determined by the Bylaws of the Association.

ARTICLE V.

Directors

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 Directors, and in the absence of such determination, shall consist of three Directors. Directors need not be members of the Association.

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 vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

The first election of Directors shall not occur except in accordance with the following provisions:

(1) When unit owners other than the Developer own fifteen percent (15%) or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect no less than one-third (1/3) of the members of the Board of Directors of the Association.

(2) Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of the Association:

(a) Three years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers;

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(b) Three months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever occurs first.

The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units to be operated by the Association.

The Directors named in these Articles shall serve until the first election of Directors, in accordance with the foregoing, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

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:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
LOUIS E. STEWART	P. O. Box 807 Sarasota, FL 33579
RICHARD E. ROSS	P. O. Box 807 Sarasota, FL 33579
MARGOT D. FURLOTT	P. O. Box 807 Sarasota, FL 33579

ARTICLE VI.

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

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addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
LOUIS E. STEWART	President	P. O. Box 807 Sarasota, FL 33579
RICHARD E. ROSS	Vice President	P. O. Box 807 Sarasota, FL 33579
MARGOT D. FURLOTT	Secretary/Treasurer	P. O. Box 807 Sarasota, FL 33579

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ARTICLE VII.

Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all 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, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that a settlement of the indemnification shall apply only when the Board of Directors approves such 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 such Director or officer may be entitled.

ARTICLE VIII.

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws, which requires a 2/3 vote of the membership.

ARTICLE IX.

Amendments

Amendments to the Articles of Incorporation shall be proposed

and adopted in the following manner:

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.

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 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; except as elsewhere provided. Such approvals must be:

(a) by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

(b) by not less than eighty percent (80%) of the votes of the entire membership of the Association.

Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members, nor any change in Section (C) of Article III, without approval in writing of 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.

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

ARTICLE X.

Term

The term of the Association shall be perpetual.

ARTICLE XI.

Incorporators

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

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NAME

LOUIS E. STEWART

RICHARD E. ROSS

MARGOT D. FURLOTT

POST OFFICE ADDRESS

P. O. Box 807
Sarasota, FL 33579

P. O. Box 807
Sarasota, FL 33579

P. O. Box 807
Sarasota, FL 33579

IN WITNESS WHEREOF, the incorporators have affixed their signatures this the 7th day of _____, 1989.

Louis E. Stewart (SEAL)
LOUIS E. STEWART

Richard E. Ross (SEAL)
RICHARD E. ROSS

Margot D. Furlott (SEAL)
MARGOT D. FURLOTT

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared LOUIS E. STEWART as President, RICHARD E. ROSS as Vice President and MARGOT D. FURLOTT as Secretary/Treasurer of BENEVA-CLARK PLAZA CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, after being duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this the _____ day of _____, 1989.

[Signature]
Notary Public, State of Florida
at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES SEP. 15, 1997
ISSUED UNDER GENERAL INV. 0402

RECORDER'S MEMO: Legibility of writing, typing or printing for reproductive purpose may be unsatisfactory in this document when received.

CERTIFICATE 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:

FIRST - THAT BENEVA-CLARK PLAZA CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SARASOTA, COUNTY OF SARASOTA, STATE OF FLORIDA, HAS NAMED JOHN D. DUMBAUGH, LOCATED AT 1900 RINGLING BOULEVARD, SARASOTA, FLORIDA, 33577, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

Louis E. Stewart
LOUIS E. STEWART

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE REFERENCED 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.

John D. Dumbaugh
JOHN D. DUMBAUGH, REGISTERED AGENT

DATED: _____

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RECORDER'S MEMO: Legibility of writing, typing or printing for reproductive purpose may be unsatisfactory in this document when received.

D. R. 1946 PG 0778

A parcel of land being part of Lot 9, Block 3, Sarasota-Venice Company's Subdivision, as recorded in Plat Book A, Page 69, Public Records of Sarasota County, Florida, Section 10, Township 37 South, Range 18 East, being more particularly, described as follows:

Commence at a point 50.00 feet North and 40.00 feet East of the intersection of Clark Road (S.R. 72) and Beneva Road centerlines; thence N 00° 26' 06" E (bearing based on an assumed meridian) along the Easterly right-of-way line of said Beneva Road extended, a distance of 32.00 feet; thence continue N 00° 26' 06" E along said Easterly right-of-way line of Beneva Road, a distance of 142.87 feet for a POINT OF BEGINNING; thence continue N 00° 26' 06" E along said Easterly right-of-way line of Beneva Road, a distance of 175.16 feet; thence S 89° 29' 51" E, a distance of 226.35 feet to the Southwesterly line of Bessie Drive, a 50.00 foot wide Private Road; thence S 28° 09' 21" E along said Southwesterly line of Bessie Drive, a distance of 227.95 feet; thence N 89° 29' 51" W along a line 150.00 feet North of and parallel to the Northerly right-of-way line of said Clark Road (S.R. 72), a distance of 72.94 feet; thence S 00° 26' 06" W along a line 262.50 feet East of and parallel to said Easterly right-of-way line of Beneva Road, a distance of 95.15 feet to a point of a curve; thence in a Southeasterly direction along said curve to the left, having a delta of 76° 59' 34" and a radius of 24.00 feet, an arc distance of 32.25 feet to a point of a reverse curve; thence in a Southerly direction to the right, having a delta of 77° 03' 37" and a radius of 26.00 feet, an arc distance of 34.00 feet to the point of tangent; thence S 00° 30' 09" W, a distance of 6.15 feet to a point on said Northerly right-of-way line of Clark Road (S.R. 72); thence N 89° 29' 51" W along said Northerly right-of-way line of Clark Road (S.R. 72), a distance of 191.74 feet; thence N 00° 26' 06" E, a distance of 175.00 feet; thence N 89° 33' 54" W, a distance of 109.50 feet to the POINT OF BEGINNING. Containing 1.781 acres, more or less. Subject to Easements as shown on the Plat and together with nonexclusive Easements for Ingress and Egress and Utility and Drainage over Out Parcels No. 1 and No. 2, being more particularly described as follows:

Easement over portion of Out Parcel No. 1: Commence at a point 50.00 feet North and 40.00 feet East of the intersection of Clark Road (S.R. 72) and Beneva Road centerlines; thence N 00° 26' 06" E (bearing based on an assumed meridian) along the Easterly right-of-way line of said Beneva Road extended, a distance of 32.00 feet; thence continue N 00° 26' 06" E along said Easterly right-of-way line of Beneva Road, a distance of 142.87 feet for a POINT OF BEGINNING; thence S 89° 33' 54" E, a distance of 109.50 feet; thence S 00° 26' 06" W, a distance of 175.00 feet to a point on the Northerly right-of-way line of said Clark Road (S.R. 72); thence N 89° 29' 51" W along said Northerly right-of-way line of Clark Road (S.R. 72), a distance of 12.00 feet; thence N 00° 26' 06" E, a distance of 162.99 feet; thence N 89° 33' 54" W, a distance of 97.50 feet to a point on said Easterly right-of-way line of Beneva Road; thence N 00° 26' 06" E along said Easterly right-of-way line of Beneva Road, a distance of 12.00 feet to the POINT OF BEGINNING. Containing 0.075 acres, more or less.

Easement over portion of Out Parcel No. 2: Commence at a point 50.00 feet North and 40.00 feet East of the intersection of Clark Road (S.R. 72) and Beneva Road centerlines; thence N 00° 26' 06" E (bearing based on an assumed meridian) along the Easterly right-of-way line of said Beneva Road extended, a distance of 32.00 feet; thence continue N 00° 26' 06" E along said Easterly right-of-way line of Beneva Road, a distance of 318.03 feet for a POINT OF BEGINNING; thence continue N 00° 26' 06" E along said Easterly right-of-way line of Beneva Road, a distance of 24.00 feet; thence S 89° 29' 51" E, a distance of 213.26 feet to a point on the Southwesterly line of Bessie Drive, a 50.00 foot wide Private Road; thence S 28° 09' 21" E along said Southwesterly line of Bessie Drive, a distance of 27.35 feet; thence N 89° 29' 51" W, a distance of 226.35 feet to the POINT OF BEGINNING. Containing 2.121 acres, more or less.

Exhibit "A"
(to Articles of Incorporation)