

FILED  
MAY 11 1961  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HERONMERE CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I

The name of the corporation shall be HERONMERE CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal place of business located at 1901 Longmeadow, Sarasota, Florida 33580.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, as amended to the date hereof, hereinafter called the "Condominium Act", for the operation of HERONMERE, a Condominium, to be created pursuant to the provisions of the Condominium Act.

ARTICLE III

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

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the HERONMERE condominiums pursuant to the Declaration thereof, and as they may be amended from time to time.

3.3 All funds and the titles to 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 of the Association.

3.4 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

4.1 The members of the Association shall consist of all of the record owners of condominium units in HERONMERE, a Condominium, hereinafter referred to as "Condominium Units", and after termination of a Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing record title to a condominium unit in HERONMERE, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

4.3 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.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns, except as otherwise provided in the Bylaws.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

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

<u>NAMES</u>	<u>ADDRESSES</u>
ROGER L. WILLIAMS	4812 Greencroft Road Sarasota, Florida 33580
JOHN M. KAREL	2517 Glebe Farm Close Sarasota, Florida 33577
CORA ZEIGLER	204 Chip Shot Lane Sarasota, Florida 33577

## ARTICLE VII

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association 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>NAMES</u>	<u>OFFICE</u>	<u>ADDRESSES</u>
ROGER L. WILLIAMS	President	4812 Greencroft Road Sarasota, Florida 33580
JOHN M. KAREL	Vice President	2517 Glebe Farm Close Sarasota, Florida 33577
CORA ZEIGLER	Secretary/ Treasurer	204 Chip Shot Lane Sarasota, Florida 33577

## ARTICLE VIII

8.1 The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be not less than three (3) nor more than five (5). Until such time as unit owners other than the Developer own fifteen (15%) percent or more of the units which will ultimately be operated by the Association as set forth in Article 13 below, the number of persons which shall constitute the entire Board of Directors shall be three (3), all of whom shall be appointed by the Developer.

Subsequent to unit owners other than the Developer obtaining ownership of fifteen (15%) percent or more of the units ultimately to be operated by the Association the number of Directors which shall constitute the entire Board of Directors shall be three (3), two (2) of whom shall be appointed by the Developer and one (1) of whom shall be elected by the unit owners other than the Developer.

Subsequent to the expiration of three (3) years after sales by the Developer have been closed on fifty (50%) percent of the units that will ultimately be operated by the Association; or the expiration of three (3) months after sales have been closed by the Developer on ninety (90%) percent of the units that will ultimately be operated by the Association; or upon the date whereupon all the

units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business; or when the Developer has sold some of the units and none of the other units are held by the Developer for sale in the ordinary course of business; whichever event shall be the first to occur, the number of Directors who shall constitute the entire Board of Directors shall be five (5), to be elected by unit owners other than Developer and to be appointed by the Developer as follows:

(a) The owners, other than Developer, of units in HERONMERE shall elect three (3) Directors.

(b) For so long as Developer holds any units operated by the Association for sale in the ordinary course of its business, all members of the Board of Directors not elected by the unit owners in accordance with sub-paragraph 8.1(a) above, shall be appointed by the Developer.

(c) All members of the Board of Directors elected by unit owners other than the Developer shall be members of the Association. All members of the Board of Directors elected by the unit owners other than the Developer shall be unit owners. Any member of the Board of Directors appointed by the Developer need not be a member of the Association.

8.2 The first annual membership meeting shall be held in November of the year following the date upon which the Declaration of Condominium of HERONMERE, a Condominium, has been filed in the Public Records of Sarasota County, Florida.

8.3 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>NAMES</u>	<u>ADDRESSES</u>
ROGER L. WILLIAMS	4812 Greencroft Road Sarasota, Florida 33580
JOHN M. KAREL	2517 Glebe Farm Close Sarasota, Florida 33577
CORA ZEIGLER	204 Chip Shot Lane Sarasota, Florida 33577

ARTICLE IX

Every Director and every officer of the Association 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 the 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 willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

#### ARTICLE X

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

#### ARTICLE XI

11.1 In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

11.2 The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times, and written summaries which shall be supplied at least annually to members or their duly authorized representatives.

#### ARTICLE XII

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

12.1 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.

12.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership

to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering such amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(a) Not less than sixty-six and two-thirds (66 2/3%) percent of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or

(b) Not less than seventy-five (75%) percent of the votes of the entire membership of the Association. Provided, however, that until such time as a majority of the members of the Board of Directors of the Association shall be elected by unit owners other than Developer, all amendments to the Articles of Incorporation shall be approved as set forth in paragraph 12.2(a) above.

12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the condominium units, including the Developer. No amendment shall be adopted without the consent and approval of the Developer, so long as it shall own two (2) or more condominium units in HERONMERE. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers and/or options herein provided in favor of or reserved to the Developer.

12.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Sarasota County, Florida.

ARTICLE XIII

Whenever referred to in these Articles of Incorporation the term "Developer" shall refer to MONARCH CONSTRUCTION LIMITED, a corporation existing under the laws of the Province of Ontario, Dominion of Canada.

The term "Units that will be ultimately operated by the Association" shall refer to the sixty (60) condominium units to be constructed as part of HERONMERE, a Condominium.

ARTICLE XIV

The Resident Agent to accept service of process within this State for said corporation shall be PHILLIP A. WOLFF, 720 South Orange Avenue, Sarasota, Florida 33577.

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

*Phillip A. Wolff*  
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PHILLIP A. WOLFF

IN WITNESS WHEREOF, the Subscriber's have affixed their signatures hereto this 15<sup>th</sup> day of February, 1979.

*Roger L. Williams*  
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ROGER L. WILLIAMS (SEAL)

*John M. Karel*  
\_\_\_\_\_  
JOHN M. KAREL (SEAL)

*Cora Zeigler*  
\_\_\_\_\_  
CORA ZEIGLER (SEAL)

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared ROGER L. WILLIAMS, JOHN M. KAREL and CORA ZEIGLER, who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed herein, this 15<sup>th</sup> day of February, 1979.

*Guille L. Warren*  
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Notary Public  
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES MAY. 8 1982  
BONDED TEN THOUSAND DOLLARS UNDERWRITTEN