

O. R. 1622 PG 0325

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of OAK FOREST VILLAS CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on December 30, 1981. as shown by the records of this office.

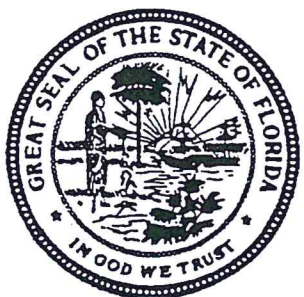
The charter number for this corporation is 761263.

"The Association believes this set of condominium documents to be complete. However, the Association has not performed a search of the public records and therefore disclaims any liability if the documents are incomplete, or inaccurate. You should seek the assistance of an attorney, or title company for purposes of locating pertinent documents recorded in the public records."

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the

31st day of December, 1981.

George Firestone
Secretary of State



CER 101 Rev. 12-80

ARTICLES OF INCORPORATION

OF

OAK FOREST VILLAS CONDOMINIUM ASSOCIATION, INC.

A Florida Corporation Not For Profit

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THE UNDERSIGNED, Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, pursuant to Chapter 617 of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

NAME: The name of this corporation shall be OAK FOREST VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida Corporation Not For Profit. Hereafter the corporation shall be referred to 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, as amended, hereinafter referred to as the "Condominium Act", for the operation and management of the affairs and property of the Condominium known as OAK FOREST VILLAS, a Condominium, and to perform all acts and duties provided in the Condominium Act and the Declaration of Condominium.

ARTICLE III

MEMBERS: The qualification of members and the manner of admission and termination shall be as follows:

3.1 The members of the Association shall consist of the owners of condominium units in OAK FOREST VILLAS a Condominium. Each unit owner shall automatically become a member of the Association upon acquisition of the fee simple title to a unit as evidenced by recording of the deed in the Public Records of Sarasota County, Florida.

3.2 Membership in the Association shall automatically terminate when a member ceases to be an owner of a unit as a result of a conveyance or a distribution of the unit to another party or entity.

3.3 Upon termination of the entire Condominium the membership shall consist of those who are members at the time of such termination.

3.4 In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

3.5 After the Association approves a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

3.6 A member's share in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to a condominium unit.

ARTICLE IV

TERM: The Association shall exist perpetually unless terminated according to law.

ARTICLE V

SUBSCRIBERS: The names and residences of the Subscribers to these Articles are as follows:

<u>Name</u>	<u>Residence</u>
RONALD G. JOHNSON	2505 Jamaica Sarasota, Florida 33581
B. JAY PFEIL	2401 Whitfield Avenue Sarasota, Florida 33581
WILLIAM A. SABA	United First Federal Building Suite 820, 1390 Main Street Sarasota, Florida 33577

ARTICLE VI

AFFAIRS: The affairs of the Association shall be managed by a Board of Directors who shall be elected at the annual meeting of the Association. Vacancies on the Board of Directors may be filled, until the next annual meeting, in such manner as provided in the Bylaws. The affairs of the Association shall be administered by the Officers of the Association which shall include a President, Vice President, Secretary and Treasurer. 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. The Officers and members of the Board of Directors shall perform such duties, hold office for such terms and take office at such times as shall be provided by the Bylaws of the Association.

ARTICLE VII

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

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<u>Name</u>	<u>Residence</u>
RONALD G. JOHNSON	2505 Jamaica Sarasota, Florida 33581
B. JAY PFEIL	2401 Whitfield Avenue Sarasota, Florida 33581
WILLIAM A. SABA	United First Federal Building Suite 820, 1390 Main Street Sarasota, Florida 33577

7.1 The number of members of the Board of Directors shall be not less than three (3) nor more than five (5).

7.2 Until such time as unit owners other than the Developer have acquired fifteen percent (15%) or more of the units in the Condominium, the number of members of the Board of Directors shall be three (3), all of whom shall be appointed by the Developer.

7.3 Subsequent to unit owners other than the Developer acquiring ownership of fifteen percent (15%), or more of the units in the Condominium, the number of members of the 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.

7.4 Three (3) years after unit owners other than the Developer have acquired ownership of fifty percent (50%) or more of the units in the Condominium, or three (3) months after unit owners other than the Developer have acquired ownership of ninety percent (90%) or more of the units in the Condominium, or at such time as the Developer no longer holds any units in the Condominium for sale in the ordinary course of business, whichever event shall first occur, the number of members of the Board of Directors shall be five (5) to be elected by the unit owners other than the Developer and appointed by the Developer as follows:

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

(b) As long as the Developer holds at least five percent (5%) of the units in the Condominium for sale in the ordinary course of business, all members of the Board of Directors not elected pursuant to Sub-paragraph 7.4(a) above shall be appointed by the Developer. At such time as the Developer holds less than five percent (5%) of the units in the Condominium for sale in the ordinary course of

business, all Directors shall be elected in accordance with Sub-paragraph 7.4(a) above.

(c) All members of the Board of Directors elected by the unit owners other than the Developer must be unit owners and members of the Association. Members of the Board of Directors appointed by the Developer need not be unit owners nor members of the Association.

ARTICLE VIII

OFFICERS: The names of the Officers who are to serve until the first election or appointment under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
RONALD G. JOHNSON	President-Secretary
B. JAY PFEIL	Vice President-Treasurer

8.1 The Board of Directors may designate, from time to time, Assistant Secretaries and Assistant Treasurers.

8.2 Any Officer may hold two (2) offices provided the same Officer shall not hold the office of President and Vice President.

8.3 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.

ARTICLE IX

BYLAWS: The Bylaws of the Association shall be made, altered or rescinded in the following manner:

9.1 The Bylaws of the Association shall be made and adopted by the Board of Directors of the Association.

9.2 A resolution for the adoption of a proposed amendment of the Bylaws may be proposed by either 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 Association signed by not less than ten percent (10%) of the membership. Amendments may be proposed by a majority of the Board of Directors 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 less than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors

and members not present in person or by proxy at the meeting considering the amendment may express their approval at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(a) The affirmative vote of not less than sixty-six and two-third percent (66-2/3%) of the membership of the Board of Directors and by affirmative vote of not less than fifty-one percent (51%) of the members of the Association; or

(b) 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 the Developer, all amendments to the Bylaws shall be approved as set forth in Sub-paragraph 9(a) or (d); and

(c) In the alternative, an amendment may be made by an agreement signed and acknowledged by all members of the Association in the manner required for the execution of a deed, and such amendment shall be effective when recorded in the Public Records of Sarasota County, Florida. 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 the Developer, all amendments to the Bylaws shall be approved as set forth in Sub-paragraph 9(a) or (d).

(d) Until the first election of Directors, by unit owners other than the Developer, and so long as the Developer shall have the right to fill vacancies existing in the original Board of Directors, proposal of an amendment and approval thereof shall require only the affirmative action of all of the Directors, and the approval of the condominium unit owners need not be obtained prior to proposing amendments.

ARTICLE X

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

10.1 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.

10.2 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 Association signed by not less than ten percent (10%) of the membership. Amendments may be proposed by a majority of the Board of Directors 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 the amendment. Directors and members not present in person or by proxy at the meeting considering the amendments 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) The affirmative vote of not less than sixty-six and two-third percent (66-2/3%) of the membership of the Board of Directors and by the affirmative vote of not less than fifty-one percent (51%) of the members of the Association; or

(b) The affirmative vote of not less than seventy-five percent (75%) of the members 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 Sub-paragraph 10.2(a) above.

10.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change of Article XVI, without approval in writing by all members and the joinder of all record owners of mortgages on the condominium units, including the Developer. No amendments shall be adopted without the consent and approval of the Developer, so long as it shall own two (2) or more of the condominium units. 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 or options herein provided in favor of or reserved to the Developer.

10.4 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 XI

ANNUAL MEETING: The first annual meeting of the members of the Association shall be held in November of the year following the date upon which the Declaration of Condominium of OAK FOREST VILLAS, a Condominium, has been filed for record in the Public Records of Sarasota County, Florida.

ARTICLE XII

INDEMNIFICATION: 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 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 XIII

LIABILITY: 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 of the Association who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

ARTICLE XIV

RECORDS: 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 XV

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

15.1 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 the Condominium Act or these Articles of Incorporation.

15.2 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, as permitted by the Condominium Act, and all of the powers and duties reasonably necessary to operate the OAK FOREST VILLAS Condominium pursuant to the Declaration thereof, as they may be amended from time to time.

15.3 All funds and the title 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.

15.4 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 XVI

VOTING RIGHTS: On all matters upon which the members of the Association shall be entitled to vote, there shall be one (1) 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 (1) unit shall be entitled to one (1) vote for each unit he owns, except as otherwise provided in the Bylaws.

ARTICLE XVII

REFERENCE: Whenever used in these Articles of Incorporation the term "Developer" shall refer to OAK FOREST VILLAS ASSOCIATES, a Florida General Partnership, and the term "units" shall refer to condominium units in OAK FOREST VILLAS, a Condominium.

ARTICLE XVIII

RESIDENT AGENT: The Resident Agent to accept service of proceeds within this State for said corporation shall be WILLIAM A. SABA, ESQUIRE, United First Federal Building, Suite 820, 1390 Main Street, 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.

WILLIAM A. SABA, ESQUIRE
United First Federal Building
Suite 820, 1390 Main Street
Sarasota, Florida 33577

IN WITNESS WHEREOF, the Subscribers have affixed their signatures heret
this _____ day of _____, 1983.

RONALD G. JOHNSON (SEAL)

B. JAY PFEIL (SEAL)

WILLIAM A. SABA (SEAL)

O.R. 1622 PG 0333

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared RONALD G. JOHNSON, who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed herein, this _____ day of _____, 1983.

O. R. 1622 PG 0334

Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared B. JAY PFEIL, who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed herein, this _____ day of _____, 1983.

Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared WILLIAM A. SABA, who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed herein, this _____ day of _____, 1983.

Notary Public
My Commission Expires: