

State of Florida

Department of State



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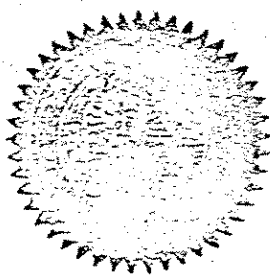
I, Richard (Dick) Stone, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

VILLAGE PLAZA CONDOMINIUM ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 15th day of September,
A.D., 1971, as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 15th day of September,
A.D. 1971.



Richard (Dick) Stone

Secretary of State

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EXHIBIT "B"

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ARTICLES OF INCORPORATION

of

VILLAGE PLAZA CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

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ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be VILLAGE PLAZA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs of the property of the Condominium known as VILLAGE PLAZA GARDEN APARTMENTS SECTION ONE, and additional sections thereto, located in the County of Sarasota, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 711, Florida Statutes, 1969, as amended.

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TALLAHASSEE, FLORIDA

ARTICLE III.

POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members; including but not limited to lease of recreation areas and facilities.

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ARTICLE IV.

MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of VILLAGE PLAZA GARDEN APARTMENTS, SECTION ONE, and such additional sections as may be operated and managed by this corporation, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be stock-holders and members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. 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.

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After the Association approves of 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 certified copy of the deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the Public Records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

ARTICLE V.

VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. In the event of joint ownership of a condominium unit, the vote to which that unit is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by written agreement of the remainder of such joint ownership.

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ARTICLE VI.

INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.

EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII.

PRINCIPAL OFFICE

The principal place of business of this corporation shall be at Village Plaza Garden Apartments, Sarasota County, Florida, with the privilege of having branch or other offices at other places within or without the State of Florida.

ARTICLE IX.

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three persons, as shall be designated by the bylaws.

ARTICLE X.

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors, and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

ROLLAND L. KING	-	President	-	3663 Bee Ridge Road Sarasota, Florida
WILMER W. WAGNER	-	Vice President & Treasurer	-	3663 Bee Ridge Road Sarasota, Florida
D. R. STONE	-	Secretary	-	3663 Bee Ridge Road Sarasota, Florida

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in

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connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office.

ARTICLE XII.

RIGHTS OF DEVELOPER

FIRST DEVELOPMENT CORPORATION OF AMERICA, a Florida corporation, which is the developer of VILLAGE PLAZA GARDEN APARTMENTS, SECTION ONE, a condominium, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) until the expiration of three years from the date of the recording of the Declaration of Condominium of VILLAGE PLAZA GARDEN APARTMENTS, SECTION ONE, or until the conveyance by Developer of all of said units, or at such earlier time as may be required by law, whichever shall first occur, anything herein or in the bylaws to the contrary notwithstanding. During said period, the directors of the Association shall exercise all rights which would otherwise be exercisable by the members.

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ARTICLE XIII.

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.

ARTICLE XIV.

SUBSCRIBERS

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

WILLIAM E. GETZEN	1538 State Street Sarasota, Florida
JAMES L. RITCHEY	1538 State Street Sarasota, Florida
GAILE M. SUGGS	1538 State Street Sarasota, Florida

ARTICLE XV.

SPECIAL PROVISIONS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights

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conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, have hereunto set our hands and seals this 13 day of September, 1971.

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William E. Getzen (SEAL)
William E. Getzen

James L. Ritchey (SEAL)
James L. Ritchey

Gaile M. Suggs (SEAL)
Gaile M. Suggs

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 13 day of September, 1971, before me, an officer duly authorized and acting, personally appeared WILLIAM E. GETZEN, JAMES L. RITCHEY and GAILE M. SUGGS, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged then and there before me that they executed said instrument.

WITNESS MY HAND AND OFFICIAL SEAL at Sarasota, Florida, in the County and State aforesaid this the day and year last above written.

Lisa D. [Signature]
Notary Public

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Feb 17, 1973
Bonded by Transamerica Insurance Co.

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