

State of Florida REC-1296 1853

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of BENEVA OAKS MAINTENANCE AND PROPERTY OWNERS' ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 29, 1978, as shown by the records of this office.

The charter number for this corporation is 744088.

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

29th day of August, 1978.


SECRETARY OF STATE



CER 101 7-17-78

EXHIBIT "A"

REC-1296 1853

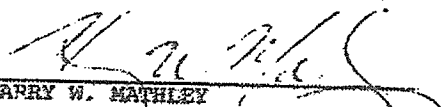
REC-1296 1854

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


FILED
79 11 20 1978
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - - THAT BENEVA OAKS MAINTENANCE AND PROPERTY OWNERS' ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF SARASOTA, COUNTY OF SARASOTA, STATE OF FLORIDA, HAS NAMED JOHN W. MESHAD, LOCATED AT 100 SOUTH WASHINGTON BOULEVARD, SARASOTA, FLORIDA 33577, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


HARRY W. MATHLEY
TITLE: President
DATED: August 22, 1978

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 W. MESHAD, REGISTERED AGENT
DATED: August 22, 1978

REC-1296 1854

ARTICLES OF INCORPORATION
OF
BENEVA OAKS MAINTENANCE AND PROPERTY
OWNERS' ASSOCIATION, INC.

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

Aug 29 1978
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Chap. 617

ARTICLE I.

Name.

The name of the Corporation shall be BENEVA OAKS MAINTENANCE AND PROPERTY OWNERS' ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument, as the Association.

ARTICLE II.

Purpose.

The general nature, objects and purposes of the Association are to administer and enforce the Declaration of Maintenance Covenants and Restrictions for that certain development known as "BENEVA OAKS", which property is being developed primarily as a single family residential community, which property is located in Section 15, Township 37 South, Range 18 East, Sarasota County, Florida, south of Clark Road, and bordering the Easterly Right of Way of Beneva Road, and to accept title to any common lands which may be conveyed to the Association, and to make and establish assessments for the purposes of maintaining the common lands, providing supplemental maintenance to dedicated public areas, and for carrying out the purposes of the Declaration of Maintenance Covenants and Restrictions, which is to be recorded in the Public Records of Sarasota County, Florida, and to administer same in connection with all properties submitted to the terms and conditions thereof.

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

ARTICLE III.

General Powers.

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association; and to do any and all other acts, necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation, and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all property located in "Beneva Oaks" which is subject to assessment pursuant to the aforementioned Declaration of Maintenance Covenants and Restrictions for the purpose of defraying expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures including providing a reasonable contingency fund for the ensuing year, and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.

C. To place liens against any property in "Beneva Oaks" for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

D. To hold funds solely and exclusively for the benefit of the members of the Association for purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate power or powers of the Association where such is deemed to be in its best interest by its Board of Directors.

G. To charge recipients for services rendered by the Association and to charge the user for use of Association property

where such is deemed appropriate by its Board of Directors.

F To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

I. To borrow money for the acquisition of property or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies and to secure the payment of such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of or agreement in regard to, all or any part of the real or personal property.

J. To enforce by an and all lawful means the provisions of these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the terms and provisions of the aforesaid Declaration of Maintenance Covenants and Restrictions for "Beneva Oaks".

K. In general, to have all powers which are or may be conferred upon a corporation not for profit, by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV.

Members.

The members of the Association shall consist of all residential lot owners.

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 residential lot, and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a 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 lot.

The owner of each residential lot shall be entitled to one vote per lot owned. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

The vote attributable to any lot owned by multiple owners including partnerships, corporations, trusts or other legal entities or any combination thereof, shall not be divided among such owners, but shall be cast only by one of such owners or an agent or proxy of such owners designated by written instrument signed by and legally binding upon all such multiple owners.

ARTICLE V.

Directors.

The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) 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 By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Beneva Oaks Development Corporation, as developer of "Beneva Oaks" or its successors, nominees or assigns, shall have the right to appoint a majority of the Board of Directors until such time as it owns less than five (5) lots in "Beneva Oaks"; thereafter, so long as it owns any property, developed or undeveloped, in "Beneva Oaks", it shall have the right to appoint one director.

Elections shall be by plurality vote. Directors appointed by Beneva Oaks Development Corporation shall serve on an annual basis;

the term of the first elected director shall be a three year term, when the membership of the Association is entitled to elect a second director, his term shall be a two year term, and when the membership of the Association is entitled to elect a third director, his term shall be for a one year term; if the composition of the Board is enlarged beyond three, the term for each additional director shall be specified at the time of election. Vacancies in the Board of Directors which occur prior to the normal expiration of a director's term 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 appointed or elected, or until removed, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Harry W. Mathley	1411 Kimlira Sarasota, Florida 33581
Sandra Mathley	1411 Kimlira Sarasota, Florida 33581
John W. Meshad	100 S. Washington Blvd. Sarasota, Florida 33577

ARTICLE VI.

Officers.

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 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>
Harry W. Mathley	President	1411 Kimlira Sarasota, Florida
Sandra Mathley	Vice-President	1411 Kimlira Sarasota, Florida
John W. Meshad	Secretary-Treasurer	100 S. Washington Blvd., Sarasota, Florida, 33577

1296 1860

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 willful 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.

By-Laws.

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

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;

(a) Such approvals must be 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, without approval in writing of all members of the Association.

ARTICLE X.

Term.

The term of the Association shall be perpetual.

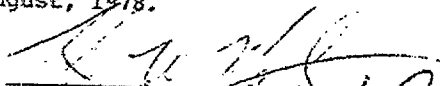
ARTICLE XI.

Subscribers.

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
HARRY W. MATHLEY	1411 Kimlira Sarasota, Florida 33581
JOHN W. MESHAD	100 S. Washington Blvd. Sarasota, Florida 33577
PAMELA S. CARR	100 S. Washington Blvd. Sarasota, Florida 33577

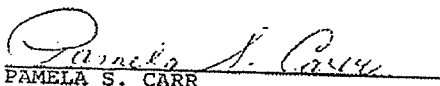
IN WITNESS WHEREOF, the subscribers have affixed their signatures this the 22nd day of August, 1978.



HARRY W. MATHLEY (SEAL)



JOHN W. MESHAD (SEAL)



PAMELA S. CARR (SEAL)

1296 1862

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared
HARRY W. LATHLEY, JOHN W. MESHAD and PAMELA S. CARR, who after
being duly sworn, acknowledged that they executed the foregoing
Articles of Incorporation, for the purposes expressed in such
Articles, this the 22nd day of August, 1978.

Michael A. M...
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
COMMISSION EXPIRES 31-12-1981
BONDED THRU GENERAL INS. AGENTS/WRITERS

REC. 1296 1862