

State of Florida



Department of State

O.R. 1792 PG 2860

I certify that the attached is a true and correct copy of the Articles of Incorporation of

LONGWOOD VILLAS OF SARASOTA HOMEOWNERS ASSOCIATION, INC.

*a corporation organized under the Laws of the State of Florida,
filed on March 5, 1985.*

The charter number for this corporation is N07964.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of March, 1985



George Firestone
Secretary of State

WP-104 CER-101

ARTICLES OF INCORPORATION

OF

LONGWOOD VILLAS OF SARASOTA
HOMEOWNERS ASSOCIATION, INC.

FILED
MAR 5 1 24 PM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit, hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation is LONGWOOD VILLAS OF SARASOTA HOMEOWNERS ASSOCIATION, INC.; hereinafter known as the "association".

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 6250 Longwood Blvd., Sarasota, Florida 33580.

ARTICLE III
REGISTERED AGENT

STEPHEN D. REES whose address is 2041 Main Street, Sarasota, Florida 33577, is hereby appointed the Initial registered agent of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Open Spaces, and the architectural control of the residence lots (all as defined in the Declaration referred to hereinafter) within that certain tract of property defined in the Declaration covering the LONGWOOD VILLAS UNIT ONE and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and, in furtherance of these purposes, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration hereinafter and above called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Sarasota County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Open Space owned by the Association to any public agency or authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members, except as otherwise stated in the Declaration,

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise; and

(h) appoint members of the Architectural Control Committee as permissible under the Longwood Run Community Association documents.

ARTICLE V
MEMBERSHIP

Each Lot which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be

members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) expiration of three (3) years from and after the date of closing on the sale of the first lot sold by Developer.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board of Directors of not less than three (3) nor more than five (5) directors. After the Developer elects to divest control of the Association, directors must be members of the Association.

Directors of the Association shall be elected at the annual meeting of the membership in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors filled as provided in the Bylaws.

The first election of directors shall not be held until thirty (30) days after the Developer has closed the sales of ninety percent (90%) of the Residential Units contemplated by the General Plan of Development of the LONGWOOD RUN, or five (5) years after the Developer has closed the sale of the first Residential Unit in LONGWOOD RUN, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors, 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>ADDRESS</u>
PIERO RIVOLTA	215 Robin Drive Sarasota, FL 33577
ROBERT BOREL-SALADIN	4401 Mangrove Place Sarasota, FL 33581
STEPHEN D. REES	2041 Main Street Sarasota, FL 33577

O.R. 1792 PG 2864

At the first annual meeting the members shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2) years, and a fifth (5th) director for a term of three (3) years; and at each annual meeting thereafter the members shall elect the appropriate number of directors for a term of three (3) years.

ARTICLE VIII
OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the initial officers who are to serve until their successors are designated by the Board of Directors are:

PRESIDENT	PIERO RIVOLTA
VICE PRESIDENT	ROBERT BOREL-SALADIN
SECRETARY	STEPHEN D. REES
TREASURER	ROBERT BOREL-SALADIN

ARTICLE X
AMENDMENTS

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

A. 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.

B. A resolution approving a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members are 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,

(1) such approvals must be by not less than sixty-six and two-thirds (66.6%) of the entire membership of the Board of Directors, and by not less than sixty-six and two-thirds (66.6%) of the votes of the membership of the Association voting in person or by proxy; or

(2) by not less than seventy-five percent (75%) of the votes of the membership of the Association voting in person or by proxy at a meeting held for such purpose.

C. Provided, however, that no amendment shall make any changes in the qualifications of membership nor the voting rights of members without approval in writing by all members, and joinder of all record owners of mortgages upon the Residential Units. No amendment shall be made that is in conflict with the Declaration of Protective Covenants, Conditions and Restrictions for LONGWOOD RUN or the laws of the State of Florida.

O.R. 1792 PG 2865

ARTICLE XI
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than three-fourths (3/4) of the total number of votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.


ARTICLE XII
DURATION

The corporation shall exist perpetually.

ARTICLE XIII
BYLAWS

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

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 27th day of February, 1985.



PIERO RIVOLTA



ROBERT BOREL-SALADIN



STEPHEN D. REES

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, the following named persons, to-wit:

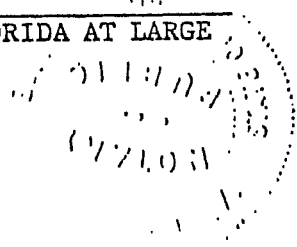
PIERO RIVOLTA
ROBERT BOREL-SALADIN
STEPHEN D. REES

All to me well known to me to be the persons of those names described in and who executed the foregoing instrument and they acknowledged before me that they executed the said instrument as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

Kenneth A. Atschi
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

Notary Public State of Florida at Large
My Commission Expires March 31, 1988
Bonded by U.S. Fire Insurance Co.



FILED
MAR 5 1 14 PM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

O.R. 1792 PG 2866

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT LONGWOOD VILLAS HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal offices at 6250 Longwood Blvd., Sarasota, Sarasota County, Florida, has named STEPHEN D. REES whose office is located at 2041 Main Street, Sarasota, Florida 33577, as its agent to accept service of Process within the State.

ACKNOWLEDGEMENT

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

Stephen D. Rees
STEPHEN D. REES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 5 1 14 PM '85

FILED

O.R. 1792 PG 2867