

STATE OF FLORIDA

DEPARTMENT OF STATE



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

THE VENICE CENTRE ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 20th day of May, A.D., 19 74 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 21st day of May,

A.D., 19 74.

Richard (Dick) Stone

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

THE VENICE CENTRE ASSOCIATION, INC.

A CORPORATION NOT FOR PROFIT

1. Name and Place of Business: The name of the Corporation is THE VENICE CENTRE ASSOCIATION, INC. The place of business shall be Venice, Sarasota County, Florida.

2. Purpose. The Corporation is organized as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and is a Condominium Association, as referred to and authorized by Section 711.12, Florida Statutes. The purpose for which the Corporation is organized is to provide an entity responsible for the operation of a Condominium in Sarasota County, Florida, known as THE VENICE CENTRE, PHASE I, a Condominium. Said condominium is herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is herein called "Declaration".

3. Qualification of Members and Manner of Admission. The members of the corporation shall constitute all the record owners of condominium units. After receiving the approval of the Corporation, as required under the Declaration, change of membership in this Corporation shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing record title to a condominium unit and the delivery to the Corporation of a certified copy of each instrument, the owner designated by such instrument thereby becoming a member of the Corporation. The membership of the prior owner of such condominium unit shall be thereby terminated.

4. Terms. The existence of the Corporation shall be perpetual unless the Condominium is terminated pursuant to the provisions of its Declaration and in the event of such termination, the Corporation shall be dissolved in accordance with law.

5. Names and Residences of Incorporators. The names and residences of the Incorporators to these Articles of Incorporation are:

Donald F. Morgan
616 West Venice Avenue
Venice, Florida 33595

David Farley
720 Cadiz Road
Venice, Florida 33595

John Farley
633 Alhambra Road
Venice, Florida 33595

6. Directors and Officers. The affairs of the Corporation shall be managed by its Board of Directors. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected annually by the Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in Sections 11.3 and 11.4, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of the agreement executed pursuant to such powers are some or all of the persons with whom the Corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the Corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration of Condominium of THE VENICE CENTRE, PHASE I, a condominium, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the Corporation of the powers pertinent thereto.

EXHIBIT B

7. Names of Officers.

President	Donald F. Morgan
Vice President	John Farley
Secretary	David Farley
Treasurer	William A. Gunter, Jr.

8. Board of Directors. The Board of Directors shall consist of not less than four (4) persons nor more than nine (9) persons, and the names and addresses of the persons who are to serve as such until the first election thereof, are as follows:

Donald F. Morgan
616 West Venice Avenue
Venice, Florida 33595

John Farley
633 Alhambra Road, Apt. 1101
Venice, Florida 33595

David Farley
720 Cadiz Road
Venice, Florida 33595

William A. Gunter, Jr.
616 West Venice Avenue
Venice, Florida 33595

9. By-Laws. The original By-Laws are to be made by the Board of Directors and/or declarer under such Declaration. The same may thereafter be amended, altered or rescinded only in accordance with the provisions of such By-Laws and the Declaration relating to amendment.

10. Amendment of Articles. These Articles of Incorporation may be amended by the affirmative vote of voting members casting not less than seventy-five percent (75%) of the total vote of the members of the Association.

11. Powers. The Corporation shall have all the following powers.

1. Section 617.021. All the powers set forth and described in Section 617.021 of the Florida Statutes not repugnant to any of the provisions of Chapter 711, Florida Statutes.
2. Chapter 711. All the powers of an association as set forth in Chapter 711, Florida Statutes.
3. Leaseholds. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit to the unit owners.
4. Management. To contract with a third party for the management of the Condominium and to delegate to the Contractor all powers and duties of this Corporation except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the Corporation.

- 5. Acquisition of Condominium Units. To acquire by purchase or otherwise, condominium units of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or By-Laws relative thereto.
- 6. Operations. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-Laws.

WE, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation, and in witness whereof, we have hereunto set our hands and seals this 16 day of May, 1974.

Signed, sealed and delivered in the presence of:

Ernest G. Lawson, Jr.
Jeanette E. Bell

Donald F. Morgan (SEAL)
David Farley (SEAL)
John Farley (SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared DONALD F. MORGAN, DAVID FARLEY and JOHN FARLEY, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of May, 1974.

Jeanette E. Bell
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Feb. 11, 1975
Bonded By U. S. E. & G.