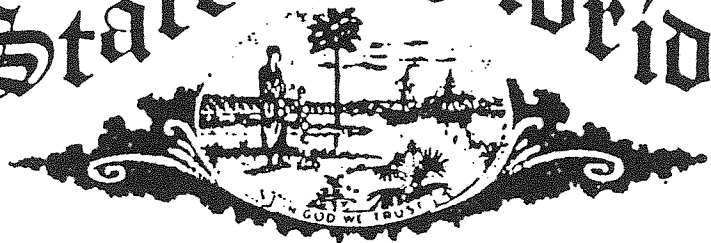


699838

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of GULFVIEW ESTATES OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 10, 1986, as shown by the records of this office.

The document number of this corporation is N18191.

O.R. 1910 PG 0955

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 11th day of December, 1986.



George Firestone
Secretary of State

CR2F022 (10-85)

V Kanjaly Nair

State of Florida



Department of State

I certify from the records of this office that GULFVIEW ESTATES OWNERS ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on December 10, 1986.

The document number of this corporation is N18191.

I further certify that said corporation has paid all fees due this office through December 31, 1989, and its status is active.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
21st day of February, 1989.



CR2EO22 (6-88)

Jim Smith
Jim Smith
Secretary of State

THIS INSTRUMENT PREPARED BY
ROBERT L. MOORE
ATTORNEY AT LAW
P.O. BOX 1727
VENICE, FLORIDA 33584 • 175Z

ARTICLES OF INCORPORATION
OF
GULFVIEW ESTATES OWNERS ASSOCIATION, INC.

A corporation not for profit
under the laws of the State of Florida

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

ARTICLE 1

Name, Address and Registered Agent

1.1) Name. The name of the corporation shall be
GULFVIEW ESTATES OWNERS ASSOCIATION, INC., a corporation not
for profit. For convenience the corporation shall herein be
referred to as the "Association".

1.2) Address and Registered Agent. The street
address of the initial registered office of the Association
is 227 Nokomis Avenue South, Venice, Florida. The name of
the Association's initial registered agent at such address
is ROBERT L. MOORE.

ARTICLE 2

Purpose

2.1) Purpose. The purpose for which the Associa-
tion is organized is to provide an entity for the mainte-
nance, operation and management of certain real property,
located in Sarasota County, Florida, described as:

Lots 2 through 434, both inclusive, and
the West 1/2 of Lot 435 of GULFVIEW
ESTATES of Unit No. 1, except Lot 46, as
recorded in Plat Book 7, pages 86 and
86A, Public Records of Sarasota County,
Florida, together with any vacated
streets; and other subdivisions which are
developed adjacent to Gulfview Estates
Unit No. 1, including Gulfview Estates
Unit No. 2, as may be designated by Gulf-
view Investors, Inc. or its successors or
assigns. (Said lots shall hereafter be
referred to as the "Subdivision".)

2.2) Distribution of Income. The Association
shall make no distribution of income to and no dividend
shall be paid to its members, directors, or officers.

2.3) No Shares of Stock. The Association shall
not have or issue shares of stock.

ARTICLE 3

Powers

3.1) Common Law and Statutory Powers. The Asso-
ciation shall have all of the common-law and statutory
powers of a corporation not in conflict with the terms of
these Articles of Incorporation.

3.2) Specific Powers. The Association shall have
all of the powers and duties set forth in these Articles of

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Incorporation and all of the powers and duties reasonably necessary to maintain, manage and operate the property described herein including but not limited to the following:

- (a) To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of operation.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the property.
- (d) To enforce the Declaration of Restrictions and Covenants affecting the property.

3.3) Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions these Articles of Incorporation and the Bylaws of the Association.

3.4) Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Restrictions and covenants and the Bylaws of the Association.

ARTICLE 4 Members

4.1) Members. The members of the Association shall consist of all the record owners of the property from time to time.

4.2) Voting. Each property owner shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by Owners of a parcel and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE 5 Directors

5.1) Board of Directors. The affairs of the Association shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination shall consist of three Directors. Directors need not be members of the Association.

5.2) Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled by in the manner provided by the Bylaws of the Association.

5.3) First Board of Directors. The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, or until removed, are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
THOMAS L. SCHLACHTER	530 U.S. 41 By-Pass South Venice, Florida 33595
MICHAEL D. TREMBLAY	530 U.S. 41 By-Pass South Venice, Florida 33595
WILLIAM PAPAIAK	530 U.S. 41 By-Pass South Venice, Florida 33595

ARTICLE 6
Officers

6.1) Officers. The affairs of the Association shall be administered by a President, Vice President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Association. 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 and elected by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
THOMAS L. SCHLACHTER	President	530 U.S. 41 By-Pass S. Venice, FL 33595
MICHAEL D. TREMBLAY	Vice President	530 U.S. 41 By-Pass S. Venice, FL 33595
WILLIAM PAPAIAK	Secretary/ Treasurer	530 U.S. 41 By-Pass S. Venice, FL 33595

ARTICLE 7
Indemnification

7.1) Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal 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 at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest 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 8
Bylaws

8.1) Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in certain instances by the Board of Directors and in certain instances by the membership in the manner provided by the Bylaws.

ARTICLE 9
Amendments

9.1) Amendments. Subject to the provisions of the Sections 9.2 and 9.3 of this Article 9, 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 for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approvals must be by not less than 75% of the voters of the entire membership. 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.

9.2) Limitation on Amendments: No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of ARTICLE 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the parcels.

9.3) Certification. A copy of each amendment shall be certified by the Secretary of State.

ARTICLE 10
Term

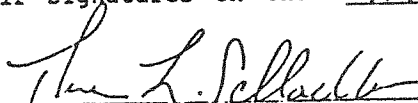
10.1) Term. The term of the Association shall be perpetual.

ARTICLE 11
Subscribers (Incorporators)

11.1) Names and Addresses. The names and residence addresses of the subscribers (incorporators) of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS L. SCHLACHTER	530 U.S. 41 By-Pass South Venice, Florida 33595
MICHAEL D. TREMBLA	530 U.S. 41 By-Pass South Venice, Florida 33595
WILLIAM PAPAİK	530 U.S. 41 By-Pass South Venice, Florida 33595

IN WITNESS WHEREOF, the subscribers (incorporators) have hereto affixed their signatures on this 7TH day of NOVEMBER, 1986.


THOMAS L. SCHLACHTER

O.R. 1910 PG 0959

Michael D. Tremblay
MICHAEL D. TREMBLAY

William P. Papiak
WILLIAM PAPAIAK

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me an officer duly authorized to take acknowledgments, personally appeared THOMAS L. SCHLACHTER, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same as his free act and deed for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of November, 1976.

Susan Beebe
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. DEC 1, 1987
BORNED THRU GENERAL LBS. LAW.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me an officer duly authorized to take acknowledgments, personally appeared MICHAEL D. TREMBLAY, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same as his free act and deed for the purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of November, 1976.

Susan Beebe
Notary Public

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. DEC 1, 1987
BORNED THRU GENERAL LBS. LAW.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me an officer duly authorized to take acknowledgments, personally appeared WILLIAM PAPAIAK, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same as his free act and deed for the purposes therein set forth.

O.R. 1910 PG 0960

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of November, 1986.

[Signature]
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. DEC 1, 1987
BONDED THRU GENERAL INS. CO.

O.R. 1910 PG 0961

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

[Signature]
ROBERT L. MOORE
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared ROBERT L. MOORE to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 7th day of November, 1986.

[Signature]
Notary Public
State of Florida

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Aug. 7, 1987
Bonded By The Cincinnati Insurance Co.

O.R. 1910 PG 0962