

COPY

ARTICLES OF INCORPORATION
OF
VILLAS OF KINGS CROSSING CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I. NAME

1.1 The name of the corporation shall be VILLAS OF KINGS CROSSING CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association". Principal address is 1435 Collingswood Blvd. Murdock, Fl. 33948.

ARTICLE II. INITIAL REGISTERED OFFICE AND AGENT

2.1 The street address of the initial registered office of this corporation is the following address:

124 North Brevard Avenue
Arcadia, Florida 33821

and the name of the initial registered agent of this corporation the address is Eugene E. Waldron, Jr., Esquire.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. PURPOSE

3.1 Purpose: The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111 of the Condominium Act of the Florida Statutes, for the operation of VILLAS OF KINGS CROSSING CONDOMINIUM located in DeSoto County, Florida.

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

ARTICLE IV. POWERS

4.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a corporation not-for-profit and for a condominium Association under the provisions of Florida Statutes Chapter 718 as the same may be amended from time to time except as limited by these Articles of Incorporation. The Association shall have all of the powers and duties set forth in the Declaration of Condominium of VILLAS OF KINGS CROSSING CONDOMINIUM, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to such Declaration, as it may be amended from time to time.

4.2 Assets held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provision of the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association.

4.3 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 laws of the state of Florida, the Declaration of Condominium, these Articles and the By-Laws of the Association.

ARTICLE V. MEMBERS

5.1 Members: The members of the Association shall consist of all of the record owners of units in VILLAS OF KINGS CROSSING CONDOMINIUM, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

5.2 Change of Membership: After compliance with the requirements of the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of DeSoto County, Florida, a deed or other instrument establishing a change of record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated. The new ownership interest in the unit may be subject to a lien thereon for any unpaid assessments with interest and for reasonable attorney's fees incurred by the Association which are incident to the collection of the assessment or enforcement of the lien.

5.3 Limitation on Transfer of Shares of Assets: 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 the member's unit.

5.4 Voting: The owner of each unit shall be entitled to one vote as a member of the Association, except, there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI. DIRECTORS

6.1 Board of Directors: The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by the By-Laws, but not less than three (3) Directors; however, the Board shall consist of an odd number of Directors. Directors shall be members of the Association except as otherwise provided herein.

6.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

6.3 First Election of Directors: The first election of Directors shall not be held until such time as the members of the

Association are entitled to elect a Director as provided in the Declaration and the Condominium Laws of the State of Florida.

6.4 First Board of Directors: The names and addresses of the initial Board of directors, who have been selected by the Developer and who shall serve until their successors are elected and have qualified or until they resign or are removed are as follows:

Phillip D. Farhat
1435 Collingswood Blvd.
Murdock, Florida 33948

Brad Bishop
24518 Tangerine Avenue
Port Charlotte, Florida 33980

Lisa Bishop
24518 Tangerine Avenue
Port Charlotte, Florida 33980

Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

ARTICLE VII. OFFICERS

7.1 Officers: The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board of Directors. The initial officers who shall serve until the first meeting following the annual meeting of the Association shall be the following persons:

Phillip D. Farhat.....President
Brad Bishop.....Vice President/Secretary/Treasurer

ARTICLE VII. BY-LAWS

8.1 By-Laws: The 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 and the Declaration of Condominium except that any such change of the By-Laws shall not affect the rights or interests of the Developer, or its successors or assigns, or the mortgagee of any condominium property unit without the written consent of the Developer or mortgagee, respectively.

ARTICLE IX. AMENDMENTS

9.1 Amendments: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner subject to any provisions pertaining to Amendments in the Declaration of Condominium:

(a) Notice of the subject matter or 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 approval must be by a unanimous vote of the entire membership of the Board of Directors and by a unanimous vote of the entire membership of the Association. Directors and members not present, in person or by limited proxy, at the meeting considering the Amendment, may express their approval in writing providing such approval is delivered to the Secretary prior to the commencement of the meeting.

9.2 Alternative: In the Alternative an Amendment may be made by an Agreement signed and acknowledged by all of the record owners of the units in the manner required for execution of a deed.

9.3 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, nor any change in Section 4.3 of Article IV herein without the approval in writing by all members and the joinder of all record owners of the mortgages upon the Condominium. No amendment shall be made which is in conflict with the Condominium Act of the State of Florida or the Declaration of Condominium of VILLAS OF KINGS CROSSING CONDOMINIUM.

9.4 Certification: A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of DeSoto County, Florida.

ARTICLE X. TERM

10.1 The term of the association shall be perpetual.

ARTICLE XI. INCORPORATORS

11.1 Names and Addresses: The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Phillip D. Farhat
1435 Collingswood Blvd.
Murdock, Florida 33948

Brad Bishop
24518 Tangerine Avenue
Port Charlotte, Florida 33980

ARTICLE XII. ADDITIONAL PROVISIONS

12.1 Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to

include all genders.

12.2 Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the By-Laws or Rules and Regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

IN WITNESS WHEREOF the incorporators have hereunto set their hands and seals this 17 day of February, 1993.

[Signature]
Phillip D. Farhat

[Signature]
Brad Bishop

STATE OF FLORIDA)
COUNTY OF DESOTO)

Before me, personally appeared Phillip D. Farhat and Brad Bishop, to me well known and known to me to be the persons who executed the above and foregoing Articles of incorporation and they acknowledged to me that they executed the same freely and voluntarily and for the purpose therein stated.

Witness my hand and official seal this 17 day of February, 1993.

[Signature]
LINDA L. RICKETS
Notary Public, State of Florida
Commission Number: 00031059
My Commission Expires 07/04/94

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JULY 4, 1994
BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF REGISTERED AGENT

Eugene E. Waldron, Jr., Esquire, having been named to accept the service of process upon VILLAS OF KINGS CROSSING CONDOMINIUM ASSOCIATION, INC., at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Corporation.

[Signature]
Eugene E. Waldron, Jr.,

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MAR 25 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA