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05 MAY 13 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ADMIRALS WALK CONDOMINIUM ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I - NAME**

The name of the corporation shall be **ADMIRALS WALK CONDOMINIUM ASSOCIATION, INC.** For convenience, the Corporation shall be referred to in this instrument as "the Association."

**ARTICLE II - PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for ADMIRALS WALK, A CONDOMINIUM (hereafter, "the Declaration of Condominium"), and to promote the health, safety and welfare of the residents within the Condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium, which powers and privileges include but are not limited to the following:

- A. To fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
- B. To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
- C. To 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 the Common Elements on behalf of the membership of the Association;
- D. To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;
- E. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and
- F. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

**ARTICLE III - MEMBERSHIP AND VOTING**

A. **Membership:** Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida, a deed or other instrument establishing a record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated

by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.

B. Appurtenance to Unit: The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

C. Voting Rights: Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

D. Meetings: The By-Laws shall provide for meetings of the members.

#### ARTICLE IV - BOARD OF DIRECTORS

A. Membership of Board: The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not fewer than three (3) Directors.

B. Election and Removal: Directors 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 shall be filled in the manner provided by the By-Laws.

C. First Board of Directors: The names and addresses of the persons who shall act in the capacity of Directors until their successors shall be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Evan Jennings	3340 Peachtree Road, NE Suite 2270 Atlanta, GA 30326-1086
Robin King	3340 Peachtree Road, NE Suite 2270 Atlanta, GA 30326-1086
Don Byrd	1360 Peachtree Street, NE Suite 1000 Atlanta, GA 30309

The Directors named above shall serve until the first election of Directors, as determined by the By-Laws and any vacancies in their number occurring before the first election of Directors shall be filled by act of the remaining Directors.

#### ARTICLE V - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Directors shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

**Evan Jennings, President**  
**Robin King, Vice-President**  
**Don Byrd/Treasurer**

## ARTICLE VI - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and 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 an Director or Officer of the Association, whether or not he is an Director or Officer of the Association 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 in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in 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 VII - BY - LAWS

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

## ARTICLE VIII - AMENDMENTS

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

A. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

B. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).

## ARTICLE IX - TERM

The term of the Association shall be perpetual.

## ARTICLE X - DISSOLUTION

In conjunction with the termination of the Condominium as authorized in the Declaration, the Association maybe dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting 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 purposes similar to those for which the Association was created. In the event that such dedication shall be 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.

## ARTICLE XI - SUBSCRIBER

The names and address of the subscriber of these Articles of Incorporation is as follows:

Robin King  
3340 Peachtree Road, NE  
Suite 2270  
Atlanta, GA 30326-1086

**ARTICLE XII - RESIDENT AGENT**

The name and street address of the Resident Agent of the Corporation is:

Meland, Russin, Hellinger & Budwick, P.A.  
200 South Biscayne Boulevard - Suite 3000  
Miami, Florida 33131

**ARTICLE XIII - MISCELLANEOUS**

A. Developer's Rights. No amendment of these Articles of Incorporation or the By-Laws shall change Developer's rights and privileges as set forth in the Declaration without Developer's prior written approval so long as Developer owns any Unit. This right shall end when the Developer no longer owns a Unit in the ordinary course of business.

B. Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.

C. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

D. Registered Office. The initial registered office of the Association shall be:

200 South Biscayne Boulevard - Suite 3000  
Miami, Florida 33131

E. Principal Address. The principal address of the Association shall be:

5595 Clark Road  
Sarasota, Florida 34233

IN WITNESS WHEREOF, the undersigned subscriber has executed this instrument this day 10<sup>th</sup> of May, 2005.

Signed, Sealed and Delivered  
in the presence of

*[Handwritten signature]*

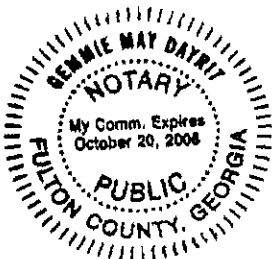
*[Handwritten signature: Robin King]*  
Robin King

STATE OF GEORGIA

COUNTY OF FULTON

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2005, by Robin King, who is personally known to me and who did take an oath.

*[Handwritten signature: Gemmie May Dyer]*  
NOTARY PUBLIC  
State of Georgia at Large  
My Commission Expires:



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

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

First, that **ADMIRALS WALK CONDOMINIUM ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, named as its agent to accept service of process within this State the following person:

Meland, Russin, Hellinger & Budwick, P.A.  
200 South Biscayne Boulevard - Suite 3000  
Miami, Florida 33131

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said Act to keeping open said office.

Meland, Russin, Hellinger & Budwick, P.A.

By 

Mark S. Meland, President

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