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EXHIBIT "B"

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE VENICE GOLF & COUNTRY CLUB MASTER ASSOCIATION, INC.

(A corporation not-for-profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 Florida Statutes (1989) and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be THE VENICE GOLF & COUNTRY CLUB MASTER ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual; provided, however, in the event the Association is ever dissolved then the surface water management system shall be dedicated to and be maintained by a similar not-for-profit corporation.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization, to further the interests of Members of the Association, including without limitation maintenance of property owned or dedicated to the Association and the protection of property of Members of the Association; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Master Declaration of Protective Covenants, Conditions and Restrictions for The Venice Golf & Country Club (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Sarasota County, Florida, including the establishment and enforcement of the payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

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ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to fix, levy and collect Assessments against Units and Members of the Association, as provided for in the Declaration.

B. The power to expend monies collected for the purpose of paying the expenses of the Association.

C. The power to own, manage, control, operate, maintain, repair and improve the Common Areas, specifically including, without limitation, the surface water management system, including the stormwater collection swales serving more than a single Unit, lakes, retention areas, culverts and related appurtenances.

D. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Areas.

E. The power to insure and keep insured the improvements within the Common Areas, as provided in the Declaration.

F. The power to employ the personnel required for the operation of the Association and the Common Areas.

G. The power to pay utility bills for utilities serving the Common Areas.

H. The power to pay all taxes and assessments which are liens against the Common Areas.

I. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

J. The power to improve the Common Areas, subject to the limitations of the Declaration.

K. The power to control and regulate the use of the Common Areas by the Members, and to promote and assist adequate and proper maintenance of the Property as described in the Declaration.

L. The power to make reasonable rules and

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regulations and to amend the same from time to time.

M. The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the rules and regulations promulgated by the Association and the Neighborhood Associations.

N. The power to borrow money and the power to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws.

O. The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of the Common Areas. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.

P. The power to contract for the management of the Association and to delegate to the manager, all of the powers and duties of the Association, except those matters which must be approved by Members.

Q. The power to contract for services to provide for the operation and maintenance of the surface water management system for the Community.

R. The power to establish additional officers and/or directors of the Association and to appoint all officers provided in the By-Laws, except as otherwise provided in the By-Laws.

S. The power to appoint committees as the Board of Directors may deem appropriate.

T. The power to collect delinquent Assessments by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of these Articles, the Declaration, the By-Laws or the rules and regulations of the Association.

U. The power to bring suit and to litigate on behalf of the Association and the Members.

V. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

W. The power to provide any and all supplemental municipal services as may be necessary or proper.

X. The power to engage in any other activities which will foster, promote and advance the common interests of all Members.

Y. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Z. The power to require all Owners of Units in the Community to become Members of the Association.

AA. The power to take any other action necessary for the purposes for which the Association is formed.

BB. The foregoing enumeration of powers shall not limit or restrict the exercise of others and further powers which are contained in the Declaration or which may now or hereafter be permitted by law.

Section 3. Funds and Title to the Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
David McNabb	1450 Venice East Boulevard Venice, Florida 34292

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Richard Hamrich

1450 Venice East Boulevard
Venice, Florida 34292

Gaige Walters

1450 Venice East Boulevard
Venice, Florida 34292

The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

ARTICLE VI

INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as amended from time to time, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification of those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

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ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
David McNabb	1450 Venice East Boulevard Venice, Florida 34292

ARTICLE VIII

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration.

ARTICLE IX

CONSTRUCTION

These Articles and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be David McNabb and the street address of the registered office of the Association shall be 1450 Venice East Boulevard, Venice, Florida 34292.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of June 1990.



David McNabb, Incorporator

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STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing Articles of Incorporation were acknowledged before me by David McNabb, the incorporator named therein.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my seal under the laws of the State of Florida, this 15th day of June 1990.

Georgia A. Suley

Notary Public
State of Florida at Large

(NOTARY SEAL)

My Commission Expires:

Notary Public, State of Florida

My Commission Expires Aug. 19, 1990

Bonded thru Troy Fain - Insurance Inc.

** OFFICIAL RECORDS **
BOOK 2228
PAGE 2434

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