

ARTICLES OF INCORPORATION
OF
GOLDEN GATE POINT ASSOCIATION, INC.
(A Corporation Not-for-Profit)

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned by these Articles of Incorporation (the "Articles") hereby certifies as follows:

Article I
NAME

The name of this corporation shall be GOLDEN GATE POINT ASSOCIATION, INC. (hereinafter referred as the "Association"), and its main office shall be at Golden Gate Point, Sarasota, Florida 34236.

Article II
PURPOSES

The purposes of the Association shall be to maintain Golden Gate Point as a beautiful, friendly and safe place to live, to inform and debate the topics of interest with its membership and engage in civic activities.

Article III
MEMBERSHIP

The regular Membership of this Association shall be composed of any person or legal entity which is a property owner or a joint property owner upon payment of the annual membership dues as recommended by the Board of Directors and approved at the annual meeting. All regular Members in good standing shall be eligible to one vote in person or by proxy or absentee ballot at any meeting of the Membership. Where property is owned jointly, Owners are considered to share one Membership and one vote. No individual may hold more than one Membership. Where property is owned by a corporation, partnership, limited partnership, association or other legal entity, that entity shall designate in writing the representative who shall represent that entity's vote.

Article IV
POWERS

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

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

1. To make, levy and collect Dues for the purpose of obtaining funds for the payment of Community Expenses and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association.

2. To maintain, repair, replace and operate those portions of the Association that it is required to maintain, repair, replace and operate in accordance with the Bylaws.

3. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of the property; and to enter into any other agreements consistent with the purposes of the Association.

Article V
TERM

The term for which this Association is to exist shall be perpetual.

Article VI
INCORPORATOR

The name and street address of the Incorporator of the Association is as follows:

John C. Dent, Jr.
Dent & Associates, P.A.
330 South Orange Avenue
Sarasota, Florida 34236

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State of Florida.

Article VII
BOARD OF DIRECTORS

A. The number of members of the first Board ("First Board") shall be seven (7).

B. The names and street addresses of the persons who are to serve as the First Board are as follows:

<u>Name</u>	<u>Address</u>
Carol Kopeck	350 Golden Gate Point #61 Sarasota, FL 34236
Charlotte Hedge	660 Golden Gate Point Sarasota, FL 34236
Lydia S. Brummer	226 Golden Gate Point #64 Sarasota, FL 34236
Patricia Hooley	590 Golden Gate Point #4 Sarasota, FL 34236
John C. Dent, Jr.	660 Golden Gate Point #61 & 62 Sarasota, FL 34236
Jack Taylor	660 Golden Gate Point #51 & 52 Sarasota, FL 34236
Ted Morton	306 Golden Gate Point Sarasota, FL 34236

C. The First Board shall be the Board until the first Annual Members Meeting. Each Director shall hold office for three (3) years and shall be elected in such manner at the annual meetings so that the number of Directors serving on the Board from time to time shall have their terms of office evenly divided so far as possible so that half of their terms will expire at the time of each annual meeting of members. ~~No person shall serve more than 2 (two) consecutive terms.~~
Revised 4/15/2006..

Article VIII OFFICERS

A. The affairs of the Association shall be managed by the President of the Association, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer. Such officers shall be elected annually by the Board at the first meeting of the Board.

C. First Officers: The names of the officers who are to serve until the first election of officers by the Directors are as follows:

President	-	Carol Kopeck
Vice President	-	Charlotte Hedge
Secretary	-	Patricia Hooley
Treasurer	-	Lydia S. Brummer

Article IX
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration or settlement 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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all of indemnification to which such Director or officer may be entitled by common law or statute.

Article X
BY-LAWS

By-Laws of the Association shall be adopted by the First Board and ratified by a majority of these members present at the first meeting and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

Article XI
AMENDMENTS

A. These Articles may be amended by the following methods:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member at least thirty (30) days prior, and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of all Members present at the meeting, including absentee and proxy ballots.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Directors and a majority of Owners setting forth their intention that an amendment to these Articles be adopted.

B. A copy of each amendment shall be filed with the Secretary of State of the State of Florida and a certified copy shall be obtained by the secretary.

C. A certified copy of each such amendment shall be attached to any certified copy of these Articles and shall be part of such Articles.

Article XII SUCCESSOR ENTITIES

In the event of the dissolution of the Association or any successor entity thereto, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by this Association or such successor.

Article XIII RESTATEMENT OF ARTICLES

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted by the Board. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Association's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the Office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article XI hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Association.

C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article XI are complied with. In such event, the Articles of Incorporation shall be specifically designated as such.

Article XIV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 330 South Orange Avenue, Sarasota, Florida 34236, and the initial Registered Agent of the Association at that address shall be John C. Dent, Jr.

IN WITNESS WHEREOF, I, JOHN C. DENT, JR., the Incorporator of the Association, have hereunto affixed my signature this 16th day of February, 2001.

JOHN C. DENT, JR.

The undersigned hereby accepts the designation of Registered Agent of Golden Gate Point Association, Inc. as set forth in Article XIV of these Articles.

JOHN C. DENT, JR.

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN C. DENT, JR., to me known to be the person described as the Incorporator of the Golden Gate Point Association, Inc. and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed, and he did not take an oath.

WITNESS my hand and official seal this 16th day of February, 2001.

Personally Known [] or
Produced Identification []
Type of I.D. Produced:

Notary Public

[SEAL]

My Commission Expires:

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN C. DENT, JR., to me known to be the person described as Initial Registered Agent, in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 16th day of February, 2001.

Personally Known [] or
Produced Identification []
Type of I.D. Produced:

Notary Public

[SEAL]

My Commission Expires: