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FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State

May 11, 1998

CSC NETWORKS
 1201 HAYS STREET
 TALLAHASSEE, FL 32301

The Articles of Incorporation for SORRENTO CAY HOMEOWNERS ASSOCIATION, INC. were filed on May 8, 1998 and assigned document number N98000002672. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Claretha Golden, Document Specialist
 New Filings Section

Letter Number: 198A00025855

Account number: 072100000032

Account charged: 70.00

Handwritten notes:
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 1201 HAYS STREET
 TALLAHASSEE, FL 32301
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ARTICLES OF INCORPORATION
OF

SORRENTO CAY HOMEOWNERS ASSOCIATION, INC.

A Corporation Not For Profit

The undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE 1. NAME

The name of the corporation shall be SORRENTO CAY HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

ARTICLE 2. PURPOSE

2.1 Purpose: The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and architectural control of the Lots and Common Property within Sorrento Cay Subdivision (the "Subdivision"), a subdivision located in Sarasota County, Florida, same to be in accordance with the "Declaration of Restrictions for Sorrento Cay Subdivision", herein called the "Restrictions", which is to be recorded in the Public Records of Sarasota County, Florida, as same may be amended as provided for therein. The Association shall have the further purpose of promoting the health, safety and welfare of the owners and residents of the Subdivision.

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

ARTICLE 3. POWERS

3.1 Common Law and Statutory Powers: The Association shall have all of the common law and statutory powers of a corporation not for profit, which powers are not in conflict with the terms of these Articles of Incorporation, the Restrictions, or the Purposes of the Association as described in Paragraph 2.1 above.

3.2 Specific Powers. The Association shall have all of the powers and duties set forth in the Restrictions, as amended from time to time, except as validly limited by these Articles and by said Restrictions, and all of the powers and duties reasonably necessary to own and operate the Common Property of the Subdivision pursuant to said Restrictions, as they may be amended from time to time, including, but not limited to the following:

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- (a) To make and collect assessments against members as lot owners to defray the cost of common expenses of the Subdivision as provided in the Restrictions.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the Common Property of the Subdivision in accordance with the Restrictions.
- (d) To purchase insurance upon the Common Property, and for the protection of the Association and its members.
- (e) To reconstruct improvements to the Common Property after casualties and further to improve the Common Property in accordance with the Restrictions.
- (f) To enforce by legal means against an Owner as defined in the Restrictions, the provisions of the Restrictions, the Bylaws of the Association and Rules and Regulations duly adopted by the Association.
- (g) To pay any real and personal property taxes and other charges assessed against the Common Property unless same are separately assessed to the Owners.
- (h) To obtain all required utility and other services for the Common Property.
- (i) To maintain architectural control over the Subdivision in accordance with the Restrictions.
- (j) To exercise such further authority as may be reasonably necessary to carry out each and every of the obligations of the Association set forth in the Restrictions, these Articles or the By-Laws.

3.3 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 provisions of the Restrictions, these Articles of Incorporation and the By-Laws of the Association. Upon the dissolution or winding up of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed pro-rata among all members, or, alternatively, upon the affirmative vote of two thirds (2/3) of the Owners of Lots in the Subdivision, the assets of the Association may be conveyed or dedicated to (i) a public body willing to accept such assets; or (ii) a not for profit organization located in Sarasota County, Florida, or the one closest to the Association, if none are located in Sarasota County, having the same or similar purposes.

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 laws of the State of Florida, the Restrictions, these Articles and the By-Laws of the Association.

ARTICLE 4. MEMBERS

4.1 Members: The members of the Association shall consist of all of the record owners of lots in the Subdivision subject to the Restrictions and operated hereby.

4.2 Change of Membership: Change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Lot in the Subdivision. A copy of such instrument shall be delivered to the Association. The owner designated in such instrument shall thereupon become a member of the Association and the membership of the prior owner shall thereupon be terminated, as provided in the By-Law,

4.3 Limitation on a 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 Lot.

4.4 Voting: The Owner of each Lot shall be entitled to one vote as a member of the Association, provided, however, that the Developer shall, during development, be entitled to the number of votes as provided in the Restrictions, which votes may be apportioned to Successor Developers or Partial Successor Developers as provided in the Restrictions. The manner of exercising voting rights shall be determined by the By-Laws of the Association. Owners owning more than one Lot shall be entitled to one vote for each Lot owned.

ARTICLE 5. DIRECTORS

5.1 Board of Directors: The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of members determined from time to time in accordance with the By-Laws. In no event shall the Board of Directors consist of fewer than three (3) Directors. Directors shall be members of the Association except as otherwise provided.

5.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

5.3 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:

H. Lauden Pitts, 8 Sorrento Drive, Osprey, FL 34229
 Gregory E. Vine, 1730 Hidden Pines Way, Nokomis, FL 34275
 Harvey N. Stanley, 434 Camille Drive, Osprey, FL 34229

The initial Directors designated by Developer herein, and any Directors subsequently designated or appointed or elected by Developer need not be members of the Association. All other Board members shall be members of the Association.

ARTICLE 6. OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the Board of Directors as permitted by the By-Laws. 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. Offices may be combined as provided in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Gregory E. Vine, 1730 Hidden Pines Way, Nokomis, FL 34275

Vice President: H. Lauden Pitts, 8 Sorrento Drive, Osprey, FL 34229

Secretary/Treasurer: Harvey N. Stanley, 434 Camille Drive, Osprey, FL 34229

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 the 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 of the Association, whether or not he is a Director or officer is adjudged guilty of willful and wanton 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 of Directors approves such settlement and reimbursement as being for 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.

7.2 Insurance: The Board of Directors of the Association may purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

ARTICLE 8. BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board, except as otherwise may be provided by the Bylaws and the Restrictions.

ARTICLE 9. AMENDMENTS

These Articles may be altered, amended or modified upon the affirmative vote of the owners of two (2/3) of the lots in the Subdivision. Provided, however, that these Articles may be altered, amended or modified by Developer, or its Successor as such Developer, during the time that Developer has the right to and does control the Association in accordance with the Restrictions. Amendments may be proposed by resolution of the Board of Directors or by the owners of any three lots. Provided, however, that no amended affecting the Developer, or its successors or assigns as the Developer of the Subdivision, as defined in the Restrictions, shall be effective without the prior written consent of the Developer, its successors or assigns as such Developer. Provided, further, that no amendment shall make any change in the qualification for membership nor the voting rights of members without the approval of all members. No amendment shall be made which is in conflict with the Restrictions.

ARTICLE 10. EXISTENCE

This Association shall begin in existence on the date of filing with the Florida Department of State of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE 11. INCORPORATION

The name and address of the incorporator of this Corporation is as follows:

Gregory E. Vine
1730 Hidden Pines Way,
Nokomis, FL 34275

ARTICLE 12. REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent is Harvey N. Stanley and the street address of the initial Registered Office is: 434 Camille Drive, Osprey, Florida 34229. The Board of Directors may from time to time move the registered office to any other address in Florida. The principal office address shall be the same.

IN WITNESS WHEREOF, the subscriber has caused these Articles to be executed in its name by a officer thereunto duly authorized this 7 day of May, 1998.

Signed, sealed and delivered in the presence of:

SORRENTO CAY HOMEOWNERS ASSOCIATION, INC.

Paul Nickell
Frank Wheeler

By: Gregory E. Vinters, Pres.
President
Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept designation as Registered Agent of the above named Association, and I am familiar with and accept the obligations of the position.

Harvey N. Stanley
Registered Agent

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