State of Florida

Secretary of State

I, Tom Adams, Secretary of State of the State of Florida, Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation

of

BEACH MANOR VILLAS, SOUTH, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 15th day of May A.D., 19 69 as shown by the records of this office.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 26th day of May A.D. 19 69.

Secretary of State

ARTICLES OF INCORPORATION

OF

BEACH MANOR VILLAS, SOUTH, INC.

WE, the undersigned, acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

The name of this corporation shall be Beach Manor Villas, South, Inc., a condominium, and the principal office shall be in Sarasota County, Florida.

ARTICLE II

The purposes for which this corporation is formed are as follows:

A. To form an "association: as defined in the Condominium Act" of the Statutes of the State of Florida, and in conjunction therewith to establish and collect assessments from the unit owners and members for the purpose of operating, maintaining, repairing, improving and administering the condominium property, and to perform the acts and duties desirable for apartment house management for the units and common elements.

B. To carry out the duties and obligations and receive the benefits given the association by the "Declaration of Restrictions, Reservations, Covenants, Conditions and Easements" of Beach Manor Villas, South, a condominium.

C. To establish bylaws for the operation of the condominium property providing for the form of administration and rules and regulations for governing the association.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued, and those provided by the "Condominium Act." No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

ARTICLE III

Section 1. All unit owners of a condominium parcel shall automatically be members, and their membership shall automatically terminate when they are no longer owners of a unit.

Section 2. There shall not be more than one (1) voting member for each unit in the condominium and said member shall be entitled to one (1) vote for each unit which he owns at a meeting of the association. A corporation or any individual with an interest in more than one (1) unit may be designated the voting member of each unit in which he owns an interest.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers are as follows:

NAME	
D. W. RADFORD	East Venice Avenue, Venice, Florida 34292
CHARLES W. LOUFEK	6600 Interlachen Boulevard, Minneapolis, Minnesota 55436
DAPHENE W. RADFORD	East Venice Avenue, Venice, Florida 34292.

ARTICLE VI

Section 1. The affairs and property of this corporation shall be managed and governed by a board of directors composed of not less than three (3) nor more than seven (7) persons.

Section 2. The original directors set forth in these Articles of Incorporation shall serve until the 31st day of March, 1971, at which time a meeting of the membership of the corporation is to be held for the purpose of electing new directors. Directors hereafter shall be elected to serve for a term of one year, and shall be elected by the voting members in accordance with the bylaws at the regular annual meeting of the corporation to be held at 2:00 p.m. on the 31st day of March of each year thereafter. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the term.

Section 3. All officers shall be elected by the board of directors in accordance with the bylaws at the regular annual meeting of the board of directors on the 31st day of March of each year. The board of directors shall elect from among the members a president, vice-president, secretary, treasurer and such other officers as they shall deem desirable, consistent with the corporate bylaws.

ARTICLE VII

The names of the officers who shall serve until the first election are as follows:

NAME	TITLE
D. W. RADFORD	President-Treasurer
CHARLES W. LOUFEK	Vice President
DAPHENE W. RADFORD	Secretary.

ARTICLE VIII

The following persons shall constitute the first board of directors, and shall serve until the first election of the board of directors at the first regular annual meeting of the members:

NAME	
D. W. RADFORD	East Venice Avenue, Venice, Florida 34292
CHARLES W. LOUFEK	6600 Interlachen Boulevard, Minneapolis, Minnesota 55436
DAPHENE W. RADFORD	East Venice Avenue, Venice, Florida 34292

ARTICLE IX

The bylaws of this corporation may be altered, amended or rescinded as provided therein.

ARTICLE X

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alteration, amendment, or rescission, shall be in writing filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary shall give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meeting at which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in the manner provided in the bylaws. An affirmative vote of two-thirds (2/3) of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary of proposals to the President for alteration, amendment or rescission of these Articles either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

IN WITNESS WHEREOF, we hereunto set our hands and seals at Venice, Sarasota County, Florida, this 29 day of April, 1969.

Signed, sealed and delivered in the presence of:

William R. Kop

J. Howard Payne

D. W. Radford (LS)
D. W. Radford

Charles W Loufek (LS)
Charles W. Loufek

Daphene W. Radford (LS)
Daphene W. Radford

STATE OF FLORIDA)ss:
COUNTY OF SARASOTA)

ON THIS DAY personally appeared before me, the undersigned officer, duly authorized to take acknowledgments, D. W. RADFORD, CHARLES W. LOUFEK, and DAPHENE W. RADFORD, to me well known and known to me to be the subscribers described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Venice, said County and State, this 29 day of April, 1969.

William R. Karp
Notary Public

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires March 14, 1971
Bonded By American Fire & Casualty Co.

O.R. 1345 PG 1677

AMENDMENTS TO THE ARTICLES OF INCORPORATION OF BEACH MANOR VILLAS SOUTH, INC.

1. Amend Article IX to read as follows:

   "The Bylaws of this corporation may be altered, amended or rescinded as provided therein."

2. Amend Article X by changing it to read as follows:

   "An affirmative vote of two-thirds (2/3) of the qualified voting members of the corporation is required for the requested alteration, amendment or recision."

It is hereby certified that the Corporate Membership at a meeting held on November 14th, 1979, a quorum being present, the above Amendments to the Articles of Incorporation of Beach Manor Villas, South, Inc. were passed by a vote of 59 in favor and 1 against.

That the undersigned duly authorized agents of the association, do hereby petition the appropriate officials of the recording department of Sarasota County, Florida, to enter these amendments into the official records of the County.

Beach Manor Villas, South, Inc.

John C. King

John C. King, President

Donald H. Ridge

Donald H. Ridge, Vice President

Witnessed and Attested to by the undersigned

Katherine A. Lovis

Notary Public

This 14th Day of December 1979.

Notary Public, State of Florida at Large
My Commission Expires Nov. 3, 1981
Bonded By Blalock

DEC 17 3 21 PM '79

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KEEP WITH YOUR OFFICIAL RECORDS

** OFFICIAL RECORDS **
BOOK 2783 PAGE 646

FILED
95 SEP 29 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

BEACH MANOR VILLAS, SOUTH INC.

BEACH MANOR VILLAS, SOUTH INC. , its address being 1025 Beach Manor Center East, Venice, FL 34285, Sarasota County, by the hands of the undersigned hereby certify that:

The Declaration of Condominium of BEACH MANOR SOUTH VILLAS, a Condominium is recorded in O.R. Book 841, page 232, et seq., and as amended, of the Public Records of Sarasota County, Florida. The following amendments to the Articles of Incorporation were submitted to the entire membership of the Association at its meeting called and held on the 11th day of September, 1995, and approved by affirmative vote in excess of 2/3rds of the vote of the entire membership of the Association as required by the Articles of Incorporation

The amendments are as follows:

1. Article VI, Section 2, is hereby amended to read as follows:

Section 2. The original directors set forth in these Articles of Incorporation shall serve until the 31st day of March, 1971, at which time a meeting of the membership of the corporation is to be held for the purpose of electing new directors. Directors hereafter shall be elected to serve for a term of one year, and shall be elected by the voting members in accordance with the bylaws at the regular annual meeting of the corporation to be held at ~~2:00~~ 7:00 p.m. ~~on the 31st day of March of~~ on the second Monday of December each year thereafter. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the term.

2. Article VI, Section 3, is hereby amended to read as follows:

Section 3. All officers shall be elected by the board of directors in accordance with the bylaws at the regular annual meeting of the board of directors on the ~~31st day of March~~ second Monday of December of each year. The board of directors shall elect from among the members a president, vice president, secretary, treasurer and such other officers as they shall deem desirable, consistent with the corporate bylaws.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 25th day of September, 1995.

THIS INSTRUMENT PREPARED BY
SHARON S. VANDER WULP
ATTORNEY AT LAW
P.O. BOX 1767
VENICE, FLORIDA 34284-1767

** OFFICIAL RECORDS **
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ATTEST: BEACH MANOR VILLAS SOUTH, INC.

By: Adele Rossow
Secretary

By: Norma V Villars
President

WITNESSES:

[signature]

Jeanie A. Anderson.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Norma Villars, as President and Adele Rossow, as Secretary, of BEACH MANOR VILLAS SOUTH, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment of Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Articles of Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 25 th day of September, 1995.

Annette K Caldwell
Printed Name of Notary:
Annette K. Caldwell
Notary Public
Commission # CC408521

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
ANNETTE K CALDWELL
My Commission CC408521
Expires Oct. 21, 1998

RECORDED IN OFFICIAL RECORDS
95 OCT 11 PM 3:55
KAREN E. RUSHING
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL

SSV/car/beach.caa

95110519

State of Florida

IN GOD WE TRUST

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on September 29, 1995, to Articles of Incorporation for BEACH MANOR VILLAS, SOUTH, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 716555.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capitol, this the Fifth day of October, 1995

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Sandra B. Mortham

Sandra B. Mortham
Secretary of State

CR2EO22 (2-95)

THIS INSTRUMENT PREPARED BY
SHARON S. VANDER WULP
ATTORNEY AT LAW
P.O. BOX 1767
VENICE, FLORIDA 34284-1767

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** OFFICIAL RECORDS **
BOOK 2779 PAGE 830

CERTIFICATE OF AMENDMENT

TO THE

BYLAWS

OF

BEACH MANOR VILLAS SOUTH, INC.

BEACH MANOR VILLAS SOUTH CONDOMINIUM, INC. , its address being 1025 Beach Manor Center East, Venice, FL 34285, Sarasota County, by the hands of the undersigned hereby certify that:

The Declaration of Condominium of Beach Manor Villas South, a Condominium, is recorded in O.R. Book 841, page 232, et seq., and as amended, of the Public Records of Sarasota County, Florida. The following amendment to the Bylaws was submitted to the entire membership of the Association at its meeting called and held on the 11th day of September , 1995, and approved by affirmative vote in excess of 2/3rds of the vote of the entire membership of the Association as required by the Bylaws.

The amendment is as follows:

Article V, Section 2 (A), Annual Meeting, is hereby amended to read as follows:

Section 2. ANNUAL MEETING:

A. The ~~first~~ annual meeting of the membership shall be held ~~no later than July 1, 1972, thereafter, it shall be held~~ on the ~~first day of February~~ second Monday in December of each year;

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 25th day of September, 1995 .

ATTEST: BEACH MANOR VILLAS SOUTH, INC.

By: Adele Rossow By: Norma V Villars
Secretary President

WITNESSES:

R. Schmidt

Regina A. Anderson

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Norma Villars, as President and Adele Rossow, as Secretary, of BEACH MANOR VILLAS SOUTH INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment of Bylaws on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Bylaws and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 25th day of September, 1995.

Annette K Caldwell
Printed Name of Notary:
Annette K. Caldwell
Notary Public
Commission # CC408521

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
ANNETTE K CALDWELL
My Commission CC408521
Expires Oct. 21, 1998

SSV/CAR/bEACH.CAB