

ARTICLES OF INCORPORATION  
OF  
VENICE BEACH APARTMENTS TWO, INC.

The undersigned subscribers, each a natural person competent to contract, acting as incorporators of a Corporation (hereinafter referred to as the "Corporation"), under and pursuant to the provisions of Chapter 617 of the Statutes of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE 1.

Name

1.1) Name. The name of the Corporation is:

VENICE BEACH APARTMENTS TWO, INC.

ARTICLE 2.

Purposes and Powers

2.1) Purposes. The purposes for which the Corporation is organized are as follows:

(a) Real Estate. To purchase, lease, and otherwise to own or hold real estate and to develop and improve the same.

(b) Co-Operative Apartment. To own and maintain Co-Operative Apartments for the benefit of the members of the Corporation.

(c) Ancillary Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by Statutes of the State of

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida pertaining to corporations not for profit, by other law, or by these Articles of Incorporation.

2.2) Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise all the powers specified in Section 617.021 of the Statutes of the State of Florida.

ARTICLE 3.

Membership

3.1) Membership. Any person who holds a Proprietary Lease to any apartment in a co-operative apartment owned and operated by the Corporation, shall be a Member of the Corporation.

ARTICLE 4.

Duration

4.1) Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.

Address

5.1) Address. The initial post office address of the principal office of the Corporation in the State of Florida is 100 Esplanade, Venice, Florida. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE 6.

Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The names and resident addresses of the members of the initial Board of Directors, who shall serve until the first annual meeting of the members or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Leonard R. Corcoran	100 Esplanade, Venice, Florida
Philip Johnston	100 Esplanade, Venice, Florida
George Blanchard	100 Esplanade, Venice, Florida

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased, from time to time, by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three.

ARTICLE 7.

Date Respecting Officers

7.1) Officers. The Officers of the Corporation shall be a president, one or more vice presidents, a secretary, a treasurer and any number of assistant secretaries or assistant treasurers as shall, in the opinion of the Board of Directors, be necessary for the proper management of the affairs of the Corporation.

7.2) Manner of Election. The Officers of the Corporation shall be elected annually by the Board of Directors to serve for a period of one (1) year or until their successors have been elected and qualified.

7.3) Names and Addresses. The names and addresses of the initial Officers of the Corporation, who shall serve until the first meeting of the Board of Directors or until their successors shall have been elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Leonard R. Corcoran	President	100 Esplanade, Venice, Fla
George Blanchard	Vice President	100 Esplanade, Venice, Fla
Philip Johnston	Secretary and Treasurer	100 Esplanade, Venice, Fla

#### ARTICLE 8.

##### Subscribers

8.1) Subscribers. The name and resident address of each subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Leonard R. Corcoran	100 Esplanade, Venice, Florida
George Blanchard	100 Esplanade, Venice, Florida
Philip Johnston	100 Esplanade, Venice, Florida

#### ARTICLE 9.

##### Provisions for Regulations of the Internal Affairs of the Corporation

9.1) Meetings of Members. Meetings of the members of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the Bylaws.

9.2) Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3) Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 617 of the Florida Statutes or other law, or these Articles of Incorporation.


9.4) Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted

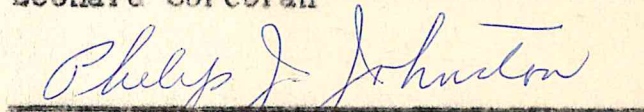
in calculating the majority necessary to carry such vote, This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

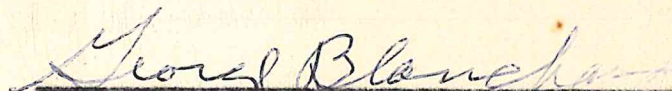
ARTICLE 10.

Amendments

10.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of Chapter 617 of the Florida Statutes, or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida, and all rights conferred by these Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

  
Leonard Corcoran

  
Philip Johnston

  
George Blanchard

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared LEONARD CORCORAN, PHILIP JOHNSTON and GEORGE BLANCHARD, to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 12<sup>th</sup> day of November, 1962.

*Norris A. Browner*  
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires Feb. 11, 1964  
Bonded by American Surety Co. of N. Y.

# State of Florida



## Office of Secretary of State.

*I, Tom Adams, Secretary of State of the State of Florida,  
do hereby certify that the above and foregoing is a true and correct copy of*

CERTIFICATE OF INCORPORATION

OF

VENICE BEACH APARTMENTS TWO, INC.

a corporation not for profit organized and existing under  
the Laws of the State of Florida, filed on the 13th day of  
November A. D., 19 62 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 13th day of November  
A. D. 19 62.*



*Tom Adams*  
Secretary of State