

ARTICLES OF INCORPORATION
OF
WALSINGHAM APARTMENTS, INC.

We, the undersigned, hereby 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 WALSINGHAM APARTMENTS, INC., a condominium, and the principal office shall be in Pinellas 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 WALSINGHAM APARTMENTS, INC., a condominium.
- C. To establish by-laws 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 for 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:

<u>Name</u>	<u>Address</u>
James F. Niederpruem	1165 Morningside Place Lido Shores, Sarasota, Florida
Gordon Elferdink	2819 Upper Tangelo Sarasota, Florida

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 December, 1971, at which time a meeting of the membership of the corporation is to be held for the purpose of electing new directors. Directors thereafter shall be elected to serve for a term of one year, and shall be elected by the voting members in accordance with the By-Laws at the regular annual meeting of the corporation to be held at 2:00 P.M. on the 31st day of December of each year thereafter.

Section 3. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors on the 31st day 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 By-Laws.

ARTICLE VII

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

<u>Name</u>	<u>Title</u>
James F. Niederpruem	President and Secretary
Gordon Elferdink	Vice President and Treasurer

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:

<u>Name</u>	<u>Address</u>
<u>James F. Niederpruem</u>	1165 Morningside Place Lido Shores, Sarasota, Florida
<u>Gordon Elferdink</u>	2819 Upper Tangelo Sarasota, Florida
<u>Ferne Elferdink</u>	2819 Upper Tangelo Sarasota, Florida

ARTICLE IX

The By-Laws of this corporation may be altered, amended or rescinded at any duly called meeting of the members provided

that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of 3/4th of the qualified voting members of the corporation.

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 on. 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 by-laws. An affirmative vote of seventy-five percent (75%) 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 or 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.

Section 3. A copy of each amendment approved in the foregoing manner shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

ARTICLE XI

Every officer and director of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with 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, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein 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.

IN WITNESS WHEREOF, we hereunto set our hands and seals at Largo, Florida, this 17th day of March, 1971.

Signed, sealed and delivered in the presence of:

Eduard G. Peters

Charles M. Lane

James F. Niederpruem (SEAL)

Gordon Elferdink (SEAL)

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

ON THIS DAY personally appeared before me, the undersigned officer, duly authorized to take acknowledgements, JAMES F. NIEDERPRUEM and GORDON ELFERDINK, 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 Largo, said County and State, this 17th day of MARCH, 1971.

Charles M. F.

Notary Public

NOTARY PUBLIC, STATE OF FLORIDA AT LARGO
MY COMMISSION EXPIRES OCT. 29, 1974
BONDED THROUGH FRED W. DIESTEL #3757