

ARTICLES OF INCORPORATION
OF
JAMAICA ROYALE MANAGEMENT, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

NAME

The name of the Corporation shall be JAMAICA ROYALE MANAGEMENT, INC. For convenience the Corporation shall be referred to in this instrument as the Corporation.

ARTICLE 2

PURPOSE

2.1. The purpose for which the Corporation is organized is to provide an entity for the common operation, management and maintenance of the common elements, passageways, machinery and equipment presently belonging to or operated by the following three entities, each being a corporation not for profit organized under the laws of the State of Florida: JAMAICA ROYALE UNIT ONE, INC., a cooperative apartment association; JAMAICA ROYALE CONDOMINIUM ONE, INC., a condominium association; and JAMAICA ROYALE CONDOMINIUM TWO, INC., a condominium association, and to oversee the uniform rental of all units contained within those said three entities, as well as to provide such other common services as the Board of Directors of the Corporation shall deem necessary or desirable for the common operation of the functions of said three entities.

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

The powers of the Corporation shall include and be governed by the following provisions:

3.1. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2. The Corporation shall have all of the common-law and statutory powers of a condominium or similar association, pursuant to Section 711.12 Florida Statutes, as may be delegated to it by any of the **three entities** designated in Article 2, Section 2.1, above, together with all powers reasonably necessary to perform the purpose herein set forth, including but not limited to the following:

a. To make and collect assessments against the three entities designated in Article 2, Section 2.1, above and against the owners represented by the Members, in order to defray the costs, expenses and losses of the Corporation.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the property under the operation, management, and control of the Corporation.

d. The purchase of insurance upon the property under the operation, management, and control of the Corporation, and insurance for the protection of the Corporation and its Members.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the common areas ; provided, however, that all such regulations and their amendments shall be **approved by not**

less than two-thirds (2/3) of the votes of the entire Board of Directors of the Corporation before such shall become effective.

g. To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation and the Regulations for the use of the property under the operation, management, and control of the Corporation.

h. To contract for the management of said property and to delegate to such contractor all powers and duties of the Corporation necessary to carry on the functions so delegated.

i. To contract for the management or operation of portions of the property susceptible to separate management or operation, and to lease such portions.

j. To employ personnel to perform the services required for proper operation of the property and rental functions under the operation, management, and control of the Corporation.

3.3. The Corporation shall not have the power to purchase an apartment of the condominiums except at sales in foreclosure of liens for assessments for common expenses, at which sales the Corporation shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the Members.

3.4. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation and the By-Laws.

3.5. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the By-Laws.

ARTICLE 4

MEMBERS

4.1. The Members of the Corporation shall consist of:

JAMAICA ROYALE UNIT ONE, INC.; JAMAICA ROYALE CONDOMINIUM ONE, INC.; and JAMAICA ROYALE CONDOMINIUM TWO, INC., and no others may be admitted without amendment of these Articles.

4.2. The share of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

4.3. On all matters to which the Members shall be entitled to vote directly, each Member shall be entitled to one vote. Such votes shall be cast by the President of each particular entity which is a Member of this Corporation, and a simple majority shall rule.

ARTICLE 5

DIRECTORS

5.1. The affairs of the Corporation will be managed by a Board of Directors consisting of six (6) Directors. Directors need not be Members of the Corporation.

5.2. Each Member shall be entitled to representation by two (2) Directors, who shall vote according to the By-Laws. The term of office of each Director shall be from January 1 to December 31 of each year; however, each Director shall serve until his successor is elected and has qualified, or until he is specifically removed.

5.3. Each Member shall provide for the election of both of the Directors representing it. Such election may be in any manner which the individual Member shall deem appropriate.

5.4. Removal of a Director shall be at the pleasure of the Member represented by that Director, and may be done at any time, with or without cause.

5.5. The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
B. G. Sager	5830 Midnight Pass Road, Sarasota, Florida 33581
J. R. Snelus	5830 Midnight Pass Road, Sarasota, Florida 33581
M. L. Rufer	5830 Midnight Pass Road Sarasota, Florida 33581
Martin J. Kelly	5830 Midnight Pass Road, Sarasota, Florida 33581
Dr. Robert Gaskeen	5830 Midnight Pass Road, Sarasota, Florida 33581
A. P. Stetser	5844 Midnight Pass Road, Sarasota, Florida 33581

ARTICLE 6

OFFICERS

The affairs of the Corporation shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	B. G. Sager	5830 Midnight Pass Road, Sarasota, Florida 33581
Vice Pres. & Asst. Sec.	Dr. Robert Gaskeen	5830 Midnight Pass Road, Sarasota, Florida 33581
Vice Pres. & Asst. Treasurer	M. L. Rufer	5830 Midnight Pass Road, Sarasota, Florida 33581
Vice Pres.	Martin J. Kelly	5830 Midnight Pass Road, Sarasota, Florida 33581
Vice Pres.	A. P. Stetser	5844 Midnight Pass Road, Sarasota, Florida 33581
Sec.-Treasurer	J. R. Snelus	5830 Midnight Pass Road, Sarasota, Florida 33581

ARTICLE 7

INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful 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 Corporation. 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.

ARTICLE 8

BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Members and may be altered, amended or rescinded thereafter by the Board of Directors.

ARTICLE 9

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

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9.2. A resolution for the adoption of a proposed amendment maybe proposed either by the Board of Directors or by the Members of the Corporation. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Such approval must be unanimous by the entire Membership of the Corporation.

9.3. A copy of eachmendment shall be certified by the Secretary of State.

ARTICLE 10

TERM

The term of existence of the Corporation shall be perpetual.

ARTICLE 11

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
B. G. Sager	5830 Midnight Pass Road, Sarasota, Florida 33581
J. R. Snelus	5830 Midnight Pass Road, Sarasota, Florida 33581
Clyde H. Wilson, Jr.	2608 Constitution Blvd. Sarasota, Florida 33581

IN WITNESS WHEREOF the subscribers have affixed their signatures this 8 day of January 1979.

B. G. SAGER

J. R. Snelus
J. R. SNEBUS

Clyde H. Wilson, Jr.
Clyde H. Wilson, Jr.

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STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared,
B. G. SAGER, J. R. SNELUS, and CLYDE H. WILSON, JR., who after
being duly sworn, acknowledged that they executed the foregoing
Articles of Incorporation for the purposes expressed in such
Articles, this 8th day of January, 1974.

L. J. Howard

NOTARY PUBLIC
State of Florida at Large
My Commission expires:

Notary Public, State of Florida at Large
My Commission Expires January 26, 1977
Bonded by Aetna Casualty & Surety Co.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That JAMAICA ROYALE MANAGEMENT, INC., desiring to organize as a non-profit Corporation under the laws of the State of Florida, Chapter 617 of Fla. Statutes, with its principal office located, as indicated in the Articles of Incorporation, in the County of Sarasota and the State of Florida, has named CLYDE H. WILSON, JR., located at 27 South Orange Avenue, Sarasota, Florida, 33577, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


CLYDE H. WILSON, JR.

DEPT. OF REVENUE
TALLAHASSEE, FLORIDA
DATE: 2-25-14

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CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
JAMAICA ROYALE MANAGEMENT, INC.

This is to certify that by unanimous approval of the members of Jamaica Royale Management, Inc., a Florida not for profit corporation, the Articles of Incorporation of Jamaica Royale Management, Inc. have been amended as follows:

1. By substituting for Section 2.1 the following:

Section 2.1-The purpose for which the Corporation is organized is to provide an entity for the common operation, management and maintenance of the common elements, passageways, machinery, and equipment presently belonging to or operated by the following four entities, each being a corporation not for profit organized under the laws of the State of Florida: JAMAICA ROYALE UNIT ONE, INC., a Condominium association; JAMAICA ROYALE CONDOMINIUM ONE, INC., a condominium association; JAMAICA ROYALE CONDOMINIUM TWO, INC., a condominium association, and JAMAICA ROYALE TOWER II ASSOCIATION, INC., a condominium association, and to oversee the uniform rental of all units contained within those said four entities, as well as to provide such other common services as the Board of Directors of the Corporation shall deem necessary or desirable for the common operation of the functions of said four entities.

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2. By substituting for Section 3.2 the following:

Section 3.2-The Corporation shall have all of the common-law and statutory powers of a condominium or similar association, pursuant to Section 718.111 Florida Statutes, as may be delegated to it by any of the four entities designated in Article 2, Section 2.1, together with all powers reasonably necessary to perform the purpose herein set forth, including but not limited to the following:

3. By substituting for Section 3.2 the following:

Section 3.2.a-To make and collect assessments against the four entities designated in Article 2, Section 2.1 above and against the owners represented by the Members, in order to defray the costs, expenses and losses of the Corporation.

4. By substituting for Section 4.1 the following:

Section 4.1-The members of the Corporation shall consist of: JAMAICA ROYALE UNIT ONE, INC.; JAMAICA ROYALE CONDOMINIUM ONE, INC.; JAMAICA ROYALE CONDOMINIUM TWO, INC.; and JAMAICA ROYALE TOWER II ASSOCIATION, INC., and no others may be admitted without amendment of these Articles.

5. By substituting for Section 5.1 the following:

Section 5.1- The affairs of the Corporation will be managed by a Board of Directors consisting of eight (8)

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Directors. Directors need not be Members of the
Corporation.

Certified this 4th day of May, 1984.

JAMAICA ROYALE MANAGEMENT, INC.

By Robert B. Larkin
President

SEAL

Attest: Allen Keller
Secretary

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ATTEST:

Maureen B. Hammond
Secretary

Joan Raushenbush †
Secretary

James M. Conway
Secretary

Allen Keller
Secretary

JAMAICA ROYALE UNIT ONE, INC.

By Wilcox Kivick
President

JAMAICA ROYALE CONDOMINIUM ONE, INC

By Robert B. Gortalen
President

JAMAICA ROYALE CONDOMINIUM TWO, INC.

By Francis J. Kullen
President

JAMAICA ROYALE TOWER II ASSOCIATION,
INC.

By Frank S. Mellor
President
VICE in the absence of the President

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Frank S. Keller and Allan Keller, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as Vice-President and Secretary of the above named JAMAICA ROYALE TOWER II ASSOCIATION, INC. Corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said Corporation, and the seal affixed to the foregoing instrument is the Corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 11 day of April, 1984.

Lisa Ann Altis
Notary Public

My commission expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 13 1987
BONDED THRU GENERAL INSURANCE UND.

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Robert L. Johnson and John A. Johnson, to me well known and known to me to be the individuals described in and who executed the foregoing instruments as President and Secretary of the above named JAMAICA ROYALE CONDOMINIUM ONE, INC., a Corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said Corporation, and the seal affixed to the foregoing instrument is the Corporate Seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority; and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 18 day of April, 1984.

L. Robert Johnson
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 13 1987
BONDED THRU GENERAL INSURANCE UND.

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared ADOLF KAISER and MARJORIE H. HAMMOND, to me well known and known to me to be the individuals described in and who executed the foregoing instrument as _____ President and _____ Secretary of the above named JAMAICA ROYALE UNIT ONE, INC., a Corporation, and severally, acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said Corporation, and the seal affixed to the foregoing instrument is the Corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 4th day of May, 1984.

Marionne P. Murphy
Notary Public

My commission expires:
Notary Public, State of Florida
My Commission Expires Nov. 2, 1987
Bonded by American Lee & Cooney Company

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared FRANCIS J. CULLEN and JAMES M. YOUNG, to me well known and known to me to be the individuals described in and who executed the foregoing instruments as _____ President and _____ Secretary of the above named JAMAICA ROYALE CONDOMINIUM TWO, INC., a Corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said Corporation, and the seal affixed to the foregoing instrument is the Corporate Seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 23rd day of April, 1984.

Patricia A. Kelly
Notary Public

My commission expires:
Notary Public, State of Florida
My Commission Expires July 29, 1986