

State of Florida



Department of State

I certify from the records of this office that BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC. is a corporation not for profit organized under the laws of the State of Florida, filed on May 22, 1984.

The document number of this corporation is N03228.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1994, that its most recent annual report was filed on February 10, 1994, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-ninth day of September, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 29, 1994

Mrs. Jeanette Deptula
Burnt Store Village P.O.A.
PO Box 512126
Punta Gorda, FL 33951

Oct 91

Pursuant to your recent letter, we are enclosing the certification you requested.

Should you have any questions regarding this matter you may contact our office at (904) 487-6951.

Jerri Weinmann
Certification Section

Letter No. 994A00043657

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N03228.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-ninth day of September, 1994



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

FILED

ARTICLES OF INCORPORATION OF BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC.
(A Florida Corporation Not For Profit)

WE THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT AND WE DO MAKE AND SUBSCRIBE THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE 1, NAME

The name of this corporation shall be BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC., and it shall have its initial principal place of business at 1625 W. Marion Avenue, Punta Gorda, Florida 33950. For convenience, this Corporation shall be herein referred to as the "Association."

ARTICLE 2, PURPOSE

PUNTA GORDA ISLES, INC., a Florida Corporation, as developer of Punta Gorda Isles, Section 16, hereinafter referred to as Burnt Store Village, has heretofore filed in the Public Records of Charlotte County, Florida certain restrictions and amendments thereto pertaining to the said subdivision, and may in the future impose other restrictions and conditions upon the land in Punta Gorda Isles, Burnt Store Village. This Corporation is being formed for the purpose of carrying out all the duties and responsibilities imposed upon Burnt Store Village Property Owner's Association, Inc. thru the Declaration of Restrictions, recorded as follows:

Declaration of Restrictions recorded in O.R. Book 338, Page 647; as amended in O.R. Book 343, Page 37; as amended in O.R. Book 552, Page 1413 of the Public Records of Charlotte County, Florida;

and

Declaration of Restrictions recorded in O.R. Book 338, Page 656; as amended in O.R. Book 343, Page 28; as amended in O.R. Book 552, Page 1419 of the Public Records of Charlotte County, Florida.

and to perform such other and further duties as may be imposed upon it by Punta Gorda Isles, Inc. or its membership.

ARTICLE 3, POWERS

The Association shall have all of the common-law and statutory powers granted to Corporations not-for-profit, and it shall have the power and the authority to carry out the duties and responsibilities of the Burnt Store Village Property Owner's Association, Inc., as set forth in the Declaration of Restrictions, Single Family, and Declaration of Restrictions, Multi Family, recorded as cited in the foregoing Article 2, and such other and further powers as may be granted to it by Punta Gorda Isles, Section 16, Burnt Store Village, Charlotte County, Florida.

ARTICLE 4, MEMBERS

4.1 Every fee simple owner of a parcel of land, including the owner of a condominium unit, in Punta Gorda Isles, Section 16, Burnt Store Village, Charlotte County, Florida, shall be a member of the Association.

4.2 Voting rights. Punta Gorda Isles completed the development of Punta Gorda Isles, Section 16, Burnt Store Village in June 1977 and Punta Gorda Isles, Inc. shall have all the voting rights of the Association until June, 1987 at which time each parcel owner shall be entitled to one vote for each parcel. The term parcel shall include lots and condominium units, and if a parcel is owned by more than one person or entity, such owner shall

designate one of their members as the voting member, and shall give the Association notice in writing of the owner so selected. Fractional voting shall not be permitted, and failure on the part of multiple owners of a single parcel to so notify the Association shall result in the loss of the vote for that particular parcel until such time as the required notice has been given to the Association. Notwithstanding the above, Punta Gorda Isles, Inc., may upon request of the Association members, elect to turn over the Association and allow the Association members the voting rights prior to June 1987.

4.3 A member who sells his lot or parcel in Punta Gorda Isles, Section 16, Burnt Store Village, shall cease to be a member of the Association (if he owns no other lots or parcels in Punta Gorda Isles, Burnt Store Village), and his membership shall be transferred to the new owner when the Deed or other instrument of conveyance has been recorded in the Public Records of Charlotte County, and a certified copy thereof furnished to the Association. The share of a member in the funds and the assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to his parcel, and shall be so transferred as an appurtenance to the parcel on the sale or other transfer of the parcel as outlined above.

ARTICLE 5, DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination, shall consist of three (3) directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the Annual Meeting of the voting members in the manner determined by the Bylaws, and shall continue to serve until their successors have been elected. Directors may be removed for good cause shown and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3 The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

Paula. F. McQueen	1625 W. Marion Avenue Punta Gorda, Florida 33950
Leanne Hadsell	1625 W. Marion Avenue Punta Gorda, Florida 33950
Geoffrey Lorah	1625 W. Marion Avenue Punta Gorda, Florida 33950

ARTICLE 6, OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary-Treasurer, and such other Officers as may be designated by the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the voting members of the Association 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:

OFFICERS	TITLE	ADDRESS
Paula F. McQueen	President	1625 W. Marion Avenue Punta Gorda, Florida 33950
Leanne Hadsell	Vice President	1625 W. Marion Avenue Punta Gorda, Florida 33950
Geoffrey Lorah	Secretary-Treasurer	1625 W. Marion Avenue Punta Gorda, Florida 33950

ARTICLE 7, INDEMNIFICATION

Every director and every officer of the Association shall be indemnified, saved and held harmless by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her, to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she 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 or her 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 in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not operate to the exclusion of any and all other rights to which the director or officer may be entitled.

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 the Board of Directors.

ARTICLE 9, AMENDMENTS

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

9.1 Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least twenty (20) days prior to the meeting.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the voting members of the Association. Directors and voting members not present in person or by proxy at the meeting considering the amendment may express their approval or opposition in writing, provided written notice of such approval or opposition is delivered to the Secretary at or prior to the meeting. Resolutions proposing adoption of amendments must be adopted by not less than two-thirds of the votes of the voting members present at the meeting at which such resolution is considered.

9.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members. No amendment shall be made that is in conflict with the law or the Declarations of Restrictions of Punta Gorda Isles, Section 16, Burnt Store Village, as amended from time to time.

9.4 Notwithstanding paragraphs 9.1 and 9.2 Punta Gorda Isles, Inc., its successors and assigns shall have the absolute right to amend the Articles of Incorporation without prior notice to voting members by virtue of its right to all voting rights as provided in paragraph 4.2 of those Articles.

9.5 A copy of each amendment shall be filed with the Secretary of State and shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE 10, TERM

The term of the Association shall be perpetual.

ARTICLE 11, SUBSCRIBERS

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

Paula F. McQueen	1625 W. Marion Avenue Punta Gorda, Florida 33950
Leanne Hadsell	1625 W. Marion Avenue Punta Gorda, Florida 33950
Geoffrey Lorah	1625 W. Marion Avenue Punta Gorda, Florida 33950

ARTICLE 12, REGISTERED OFFICE AND RESIDENT AGENT

The office of the Association shall be located at 166 N. Tamiami Dr., NE., Port Charlotte, Florida 33952 and the resident agent present at such office and upon whom process may be served shall be Robert C. Sifrit.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Punta Gorda, Florida, this 11 day of May, 1984.

Paula F. McQueen
Paula F. McQueen

Leanne Hadsell
Leanne Hadsell

Geoffrey Lorah
Geoffrey Lorah

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority, personally appeared Paula F. McQueen, Leanne Hadsell and Geoffrey Lorah who acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and seal at Punta Gorda, Charlotte County, Florida, this 11 day of May, 1984.

Mili C. Rosenberg
Notary Public - State of Florida at
Large

(Affix Seal)

My Commission Expires:
Notary Public, State of Florida at Large
My commission expires April 9, 1985

ACCEPTANCE OF RESIDENT AGENT

I, Robert C. Sifrit, hereby agree to serve as resident agent for the foregoing corporation.

Robert C. Sifrit
Robert C. Sifrit
166 N. Tamiami Dr. NE
Port Charlotte, Florida 33952

FILED
91 MAY -6 11 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

Burnt Store Village Property Owner's Association, Inc. (a Florida Corporation Not-For-Profit) (the "Corporation").

SECOND: The following amendments to the articles of incorporation were adopted by the Corporation:

a. Article 4.2 is hereby amended as follows:

4.2 Voting Rights. Punta Gorda Isles, Inc. completed the development of Punta Gorda Isles, Section 16, Burnt Store Village, in June, 1977 and Punta Gorda Isles, Inc. shall have all voting rights of the Association until ~~June, 1987~~ October 1, 2001 at which time each parcel owner shall be entitled to one vote for each parcel. The term parcel shall include lots and condominium units, and if a parcel is owned by more than one person or entity, such owner shall designate one of their members as the voting member, and shall give the Association notice in writing of the owner so selected. Fractional voting shall not be permitted, and failure on the part of multiple owners of a single parcel to so notify the Association shall result in the loss of the vote for that particular parcel until such time as the required notice has been given to the Association. Notwithstanding the above, Punta Gorda Isles, Inc., may upon request of the Association members, elect to turn over the Association and allow the Association members the voting rights prior to ~~June, 1987~~ October 1, 2001.

b. Article 9.5 is hereby amended as follows:

9.5 A copy of each amendment shall be filed with the Secretary of State ~~and shall be recorded in the Public Records of Charlotte County, Florida.~~

THIRD: The amendments were adopted by a unanimous vote of the Board of Directors of the Corporation on the 31st day of August 1990.

FOURTH: The above amendments were approved by PGI Incorporated, formerly Punta Gorda Isles, Inc., the sole voting member of the Corporation on the 31st day of August 1990.

Dated as of: 31 August, 1990.

BURNT STORE VILLAGE PROPERTY
OWNER'S ASSOCIATION, INC. (A
FLORIDA CORPORATION NOT-FOR-
PROFIT)

BY: Betty Williams
NAME: BETTY WILLIAMS
TITLE: SECRETARY

PGI INCORPORATED, FORMERLY
PUNTA GORDA ISLES, INC.

BY: Paula F. McQueen
NAME: PAULA F. MCQUEEN
TITLE: PRESIDENT

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared Betty Williams, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of August, 1990.

My Commission Expires:

Notary Public, State of Florida

My Commission Expires Aug. 20, 1993

Bonded Through Fidelity Insurance Inc.

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared Paula F. McQueen, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of August, 1990.

My Commission Expires:

Notary Public, State of Florida

My Commission Expires Aug. 20, 1993

Bonded Through Fidelity Insurance Inc.

Jamie L. Edwards
NOTARY PUBLIC - STATE OF FLORIDA

Jamie L. Edwards
NOTARY PUBLIC - STATE OF FLORIDA

FILED
22 MAY -1 1991
MILWAUKEE COUNTY CLERK
MILWAUKEE, WISCONSIN

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

Burnt Store Village Property Owner's Association, Inc. (a Florida Corporation Not-For-Profit) (the "Corporation").

SECOND: The following amendment to the articles of incorporation was adopted by the Corporation:

a. Article 4.2 is hereby amended as follows:

4.2 Voting Rights. Punta Gorda Isles, Inc. completed the development of Punta Gorda Isles, Section 16, in December 1981 and Punta Gorda Isles, Inc. shall have all voting rights of the Association until October 1, 1992 at which time each parcel owner shall be entitled to one vote for each parcel. The term parcel shall include the lots and condominium units, and if a parcel is owned by more than one person or entity, such owner shall designate one of their members as the voting member, and shall give the Association notice in writing of the owner so selected. Fractional voting shall not be permitted, and failure on the part of multiple owners of a single parcel to so notify the Association shall result in the loss of the vote for that particular parcel until such time as the required notice has been given to the Association. Notwithstanding the above, Punta Gorda Isles, Inc., may upon request of the Association members, elect to turn over the Association and allow the Association members the voting rights prior to October 1, 1992.

THIRD: The above amendments were approved by PGI Incorporated, formerly Punta Gorda Isles, Inc., the sole voting member of the Corporation on the 311 day of June, 1991.

Dated: June 11, 1991

BURNT STORE VILLAGE PROPERTY OWNER'S ASSOCIATION, INC. (A FLORIDA CORPORATION NOT-FOR-PROFIT)

BY: Betty Williams
NAME: BETTY WILLIAMS
TITLE: SECRETARY

PGI INCORPORATED, FORMERLY PUNTA GORDA ISLES, INC.

BY: Paula F. McQueen
NAME: PAULA F. McQUEEN
TITLE: PRESIDENT

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared Betty Williams, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of October, 1991.

My Commission Expires:
Jamie L. Edwards
Notary Public, State of Florida
My Commission Expires Aug. 20, 1993
Commission # 888783

Jamie L. Edwards
NAME: JAMIE L. EDWARDS
NOTARY PUBLIC - STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared Paula F. McQueen, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of October, 1991.

My Commission Expires:
Jamie L. Edwards
Notary Public, State of Florida
My Commission Expires Aug. 20, 1993
Commission # 888783

Jamie L. Edwards
NAME: JAMIE L. EDWARDS
NOTARY PUBLIC - STATE OF FLORIDA