

RESTATED
ARTICLES OF INCORPORATION
OF
CASA SIESTA CONDOMINIUM ASSOCIATION, INC.

WHEREAS, the original Articles of Incorporation of CASA SIESTA CONDOMINIUM ASSOCIATION, INC. (formerly known as C.S.A. CONDOMINIUM ASSOCIATION, INC.), were filed with the Secretary of State, State of Florida, on 21st day of August, 1976;

WHEREAS, these Articles of Incorporation under the name of CASA SIESTA CONDOMINIUM ASSOCIATION, INC., were filed with the Secretary of State, Tallahassee, Florida, on the 24th day of February, 1994, and

WHEREAS, the Board of Directors of Casa Siesta Condominium Association, Inc. duly adopted these Restated Articles of Incorporation at a Board of Directors meeting held on the 12th day of April, 1993, for the purposes of restating and integrating into a single instrument all the provisions of the Articles of Incorporation, including all amendments adopted by the membership, and

WHEREAS, both the membership and the directors wish to integrate all provisions of the Articles of Incorporation of Casa Siesta Condominium Association, Inc. into this single set of documents.

NOW, THEREFORE, the following are adopted as the Restated Articles of Incorporation of Casa Siesta Condominium Association, INC.

ARTICLES OF INCORPORATION

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CASA SIESTA CONDOMINIUM ASSOCIATION, INC.

A Corporation Not For Profit

We the undersigned, hereby associate to form a corporation not for profit under the laws of the State of Florida, and certify as follows:

ARTICLE I
NAME

The name of the Corporation shall be CASA SIESTA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6715 Midnight Pass Road, Sarasota County, Florida.

ARTICLE III
PURPOSE

The Association is organized to provide an entity pursuant to the Condominium Act, Chapter 718 Florida Statutes, for the operation of CASA SIESTA, A Condominium, located at 6715 Midnight Pass Road, Sarasota, Florida, according to its Declaration of Condominium and the Condominium Act, Chapter 718, Florida Statutes as amended.

ARTICLE IV
MANAGEMENT

The affairs of the Association are to be managed by a Board of Directors, a President, a Treasurer, a Secretary and two (2) Directors. The Board shall consist of five (5) persons elected by the members of the Association at the annual meeting of members. The President, Treasurer, Secretary and two (2) Directors shall be selected by the Board from its membership at its annual meeting immediately following the annual meeting of members. The term of each officer and director shall be one (1) year and such officers and directors need not be members of the Association.

ARTICLE V
POWERS

The Association shall have all of the common-law and statutory powers of a corporation not for profit and all duties set forth in said Condominium Act and Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles. The Association may acquire, own and sell a unit or units in the Condominium and generally perform any and all acts and things reasonably necessary and appropriate to further and accomplish the Condominium purposes and objectives.

EXHIBIT B

ARTICLE VI
REGISTERED AGENT

The initial registered agent of the Corporation shall be Diana Hurst, address shall be 6604 Midnight Pass Road, Sarasota, Florida. The Resident agent may be changed from time to time as permitted by law.

ARTICLE VII
INCORPORATORS

The name and address of each incorporator to these Articles of Incorporation are as follows:

Charles R. Zolynsky
8645 Louise
Allen Park, MI 48101

Dale Clary
3417 N. Elmcroft Terrace
Peoria, IL 61604

Thomas L. Milus
4924 Jennifer Lane
Bartonville, IL 61607

ARTICLE VIII
MEMBERS

All persons owning a vested present interest in the fee simple title to any of the Condominium units of CASA SIESTA CONDOMINIUM ASSOCIATION, INC., evidenced by a duly recorded proper instrument in the Public Records of Sarasota, County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire Condominium project, the membership shall consist of those who were members at the time of such termination and their successors and assigns. In the event a unit is owned by a legal entity other than a natural person, the person or persons designated by such legal entity shall exercise its membership rights.

ARTICLE IX
VOTING RIGHTS

Each Condominium unit shall be entitled to one (1) vote, notwithstanding that the same owner may own more than one (1) unit or that units may be joined together and occupied by one (1) owner. In the event of joint ownership of a Condominium unit, the vote to which that unit is entitled shall be apportioned among the owners as their interest may appear, or as said owners may provide by written agreements.

ARTICLE X
EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE XI
FIRST OFFICERS & BOARD OF DIRECTORS

The officers to serve until the first election are:

President: Charles R. Zolynsky
8645 Louise
Allen Park, MI 48101

Secretary: Dale Clary
3417 N. Elscroft Terrace
Peoria, IL 61604

Treasurer: Thomas L. Milus
4924 Jennifer Lane
Bartonville, IL 61607

Director: Donald St. Jean
1279 Morgan Road
West Springfield, MA 01089

Director: Spencer Denison
P. O. Box 563
Ludlow, VT 05149

The same persons shall serve as directors and officers until their successors are duly elected and qualified.

ARTICLE XII
MEETINGS OF MEMBERS

There shall be an annual meeting of members on the second Monday of April, 1994 and each calendar year thereafter.

ARTICLE XIII
BOARD MEETINGS

The Board of Directors shall meet annually on the second Monday of April and shall then select from the Board the President, Treasurer and Secretary and take other actions directed and authorized by the Bylaws.

ARTICLE XIV
BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors and may be altered, amended or rescinded by the Association members, when concurred in by at least ten (10) unit votes.

ARTICLE XV
SPECIAL PROVISIONS

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(1) Qualifications of members and voting rights provided herein shall not be modified or restricted by amendment without concurrence of all of the unit owners.

(2) No amendment or change of these Articles may be made contrary to the Declaration of Condominium.

(3) Otherwise, upon the proposal of the Board of Directors or of one or more Association members, these Articles may be modified at a regular or special meeting by a vote of Association members equivalent to not less than ten (10) unit voters after each member has been mailed, at least 10 days before the meeting, a written notice of the meeting and of the subject matter of the proposed modification.

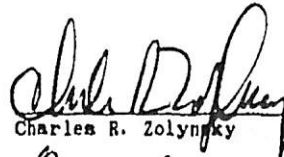
(4) Duties of corporate officers and other rules and regulations for the operation of the Association shall be provided by duly approved Bylaws.

(5) All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorneys fee (including appellate proceedings) reasonably incurred in connection with the reasonable performance or attempt to perform, the duties of Association office.

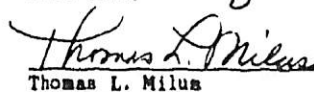
(6) These Declaration of Condominium Documents expressly provide for adaption of future legislative acts as amended, by the State of Florida, to the Declaration, the later new Statutory language will be applicable and will apply.

We, the undersigned incorporators have executed these Articles of Incorporation this

14 day of January, 1999.


Charles R. Zolynsky


Dale Clary


Thomas L. Milus