

N02000000310 WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW
Founded 1925

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE K. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE B. GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER
ELIZABETH C. MARSHALL
ROBERT W. BENJAMIN

FRANK STRELEC
TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
JOHN L. MOORE
LINDA R. GETZEN
MORGAN R. BENTLEY
CAROL ANN KALISH
KIMBERLY PAGE WALKER
J. HUGH MIDDLEBROOKS
R. DAVID BUSTARD
ELVIN W. PHILLIPS
FRAZER F. HILDER

JOAN BRADBURY KAYSER
MITCHELL O. PALMER
SUSAN BARRETT HECKER
R. SCOTT COLLINS
PATRICK W. RYSKAMP
PETER T. CURRIN
E. JOHN WAGNER, II
WILLIAM G. SCHLOTTHAUER
KEVIN R. BRUNING
LISA GONZALEZ MOORE
CHARLES W. DENNY, IV
JULIE M. PUCHALLA

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

Reply To

200 South Orange Avenue, Sarasota, Florida 34236
Telephone (941) 366-4800

25 S.E. 2nd Avenue, Suite 1105, Miami, Florida 33131
Telephone (305) 379-6506

Writer's Direct Line 329-6602
Writer's Facsimile 954-6045
Email gdietz@williamsparker.com
www.williamsparker.com

January 9, 2002

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Office of the Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cherokee Park Homeowners Association, Inc.


Ladies and Gentlemen:

On behalf of the incorporators of Cherokee Park Homeowners Association, Inc., we are forwarding to you herewith the original and a copy of proposed Articles of Incorporation which have been duly signed by the incorporators and by the undersigned as Resident Agent. Upon review and approval of these Articles, we would appreciate your filing the same and certifying the copy and returning it to our office for further delivery to the incorporators.

Our check in the amount of \$78.75 to cover the filing fee and cost of the certified copy is forwarded to you herewith.

Thanks very much for your prompt attention to this request.

Yours very truly,



George A. Dietz
For the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAD:swa
Enclosures

cc: Mr. Brett Rees
Ms. Jacki Boedecker

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ARTICLES OF INCORPORATION

OF

CHEROKEE PARK HOMEOWNERS ASSOCIATION, INC.

(A Florida Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, the undersigned do hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

CHEROKEE PARK HOMEOWNERS ASSOCIATION, INC.,

hereinafter in these Articles referred to as the "Association."

ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are:

A. To promote the health, safety and social welfare and to generally serve the common interests of the owners and lessees of all lots located within "CHEROKEE PARK SUBDIVISION" and "CHEROKEE LODGE SUBDIVISION", two abutting and integrated subdivisions located in Sarasota County, Florida (the "Subdivisions").

B. To maintain, manage, improve and administer the neighborhood common areas for which the obligation to maintain and administer has been or may be transferred or delegated to the Association.

C. To monitor governmental maintenance activities and, when necessary, to furnish or otherwise provide for roads, sidewalks, surface water retention areas, drainage and landscaping, together with such other services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire such capital improvements and equipment as may be related thereto.

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TALLAHASSEE, FLORIDA

D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the neighborhood common areas as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety and social welfare of the members of the Association.

E. To the extent deemed appropriate and permitted by law, to operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to or an interest in, and thereafter to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not prohibited by the laws of the State of Florida.

B. To operate and maintain all property owned by the Association or in which the Association has an interest, including all common areas of this subdivision or common facilities located therein.

C. To establish annual budgets for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including reasonable contingency funds for the ensuing years and reasonable annual reserves for anticipated major capital repairs, maintenance, improvements and replacements, and thereupon to determine assessments to be levied against all participating owners of lots within the Subdivisions who voluntarily desire to become members of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the ministerial functions of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such charges are deemed appropriate by the Board of Directors.

H. To pay all taxes, rental and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To borrow money for the acquisition of property or for any other lawful purpose of the Association and to make, accept, endorse, execute, and issue debentures, promissory notes, or other obligations of the Association for borrowed monies, and to secure the payment of any such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Association wherever situated.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation and the Bylaws of the Association which may be hereafter adopted.

K. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners and lessees of lots within the Subdivisions who voluntarily pay annual dues levied by the Association. Owners of such lots shall become members upon acquisition of the fee simple title to their respective lots and upon payment of annual dues levied by the Association. Lessees of such lots shall become members upon execution of a written Lease having a term of one year or more and upon payment of annual dues levied by the Association. Membership in the Association is purely voluntary and no owner or lessee of a lot or lots within the Subdivisions shall be required to become a member or pay dues.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots so long as such member continues to own at least one lot. Also, membership in the Association shall automatically terminate in the event of the member's non-payment of annual dues within the time prescribed in the By-laws of the Association.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the lot which is the basis of his or her membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's obligation to so inform the Secretary in writing, giving his or her name, mailing address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list

of members of the Association maintained by him or her, but if such inquiry is not made then the Secretary shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V

VOTING

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each lot in which he or she holds a fee simple ownership or has a leasehold interest under a written Lease having a term of one year or more. When more than one person holds such interest in any one lot, all of the owners of such lot shall be members and the vote attributable to such lot may be cast by any of such joint owners. In the event more than one of the joint owners attempts to cast the vote to which their lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of the Association Bylaws, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

ARTICLE VI

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of five (5) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than seven (7) Directors. The Directors shall be members of the Association but need not be residents of the State of Florida.

B. All Directors shall be elected by the members. Elections shall be by plurality vote.

C. All Directors, whether appointed or elected, shall serve for terms in accordance with the provisions of the Bylaws. Any elected Director may be removed from office, with or without cause, by majority vote of the members, but not otherwise.

D. The names and addresses of the persons constituting the first Board of Directors who shall hold office until the first annual meeting of members to be held in the year 2002 and thereafter until their successors are elected or appointed and have qualified, are as follows:

Brett Rees	1707 Cherokee Drive Sarasota, FL 34239
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Martin Faust	1687 South Drive Sarasota, FL 34239
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George A. Dietz 1620 N. Lodge Drive
Sarasota, FL 34239

Jacki Boedecker 1607 North Drive
Sarasota, FL 34239

Randy Norton 1500 North Drive
Sarasota, FL 34239

ARTICLE VII

OFFICERS

A. The officers of the Association, to be elected by the Membership, shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. Each Officer shall also serve as a member of the Board of Directors. The same person may hold two or more offices; provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected at the annual meeting of the Members for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held in the year 2002 and until their successors are duly elected and qualified, are as follows:

President

Brett Rees
1708 Cherokee Drive
Sarasota, FL 34239

First Vice President

Martin Faust
1687 South Drive
Sarasota, FL 34239

Second Vice President

George A. Dietz
1620 N. Lodge Drive
Sarasota, FL 34239

Secretary

Jacki Boedecker
1607 North Drive
Sarasota, FL 34239

Treasurer

Randy Norton
1500 North Drive
Sarasota, FL 34239

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX

BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or repealed by a majority vote of the Directors in the manner provided by such Bylaws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended or repealed by resolution of the Board of Directors approved by the members of the Association at a meeting duly called for such purpose.

ARTICLE XI

PRINCIPAL OFFICE, MAILING ADDRESS,
REGISTERED OFFICE AND REGISTERED AGENT

The principal office, mailing address, and registered office of the corporation shall be located at 200 South Orange Avenue, Sarasota, Florida, 34230, and the registered agent at such address shall be George A. Dietz. The corporation may, however, maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII

BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by voluntary annual assessment of its members in accordance with the provisions of these Articles and Bylaws subsequently adopted by the Association. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIII

INCORPORATORS

The names and street addresses of the incorporators of the Association are as follows:

Brett Rees
1708 Cherokee Drive
Sarasota, FL 34239

Jacki Boedecker
1607 North Drive
Sarasota, FL 34239

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof, in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

A. The Association may be dissolved upon adoption of a resolution to that effect approved by the holders of eighty per cent (80%) of the total votes of the Association membership and upon compliance with any applicable laws then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be distributed to any successor corporation having similar objectives or to the City of Sarasota or other governmental body as determined by the Board of Directors.

ARTICLE XVI
BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the members and their respective heirs, beneficiaries, successors and assigns.

IN WITNESS WHEREOF, the above named incorporators have hereunto set their hands and seals this 9 day of January, 2002.

Brett Rees

BRETT REES
Incorporator

Jacki Boedecker

JACKI BOEDECKER
Incorporator

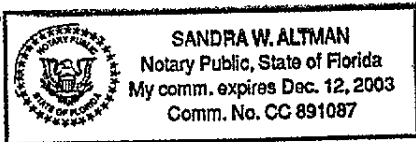
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

Execution of the foregoing instrument was acknowledged before me this 9th day of January, 2002 by BRETT REES and JACKI BOEDECKER, who are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

Sandra W. Altman
Signature of Notary Public

(Notary Seal)



SANDRA W. ALTMAN
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 12-12-03.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for CHEROKEE PARK HOMEOWNERS ASSOCIATION, INC., I hereby accept such appointment. I further certify that I am familiar with and accept the obligations of that position as provided by Florida Statutes.

George A. Dietz
GEORGE A. DIETZ
Registered Agent