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CORPDIRECT AGENTS, INC. (formerly CCRS)  
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222-1173

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ACCT. #FCA-14

CONTACT: MEGAN HODGE

DATE: 3/30/2004

REF. #: 0174.24908

CORP. NAME: THE FOUNDERS CLUB COMMUNITY ASSOCIATION, INC.

- |   |  |  |
|---|--|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> <u>*NOT-FOR-PROFIT</u> | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK            | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP               | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                            | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          |  |  |
| <input type="checkbox"/> OTHER:                               |  |  |

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Examiner's Initials

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ARTICLES OF INCORPORATION  
OF  
THE FOUNDERS CLUB COMMUNITY ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned incorporator, by these Articles, does hereby form a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

Article 1. Name and Address. The name of the Corporation shall be The Founders Club Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association." The initial street address and mailing address of the Association is 1343 Main Street, Suite 602, Sarasota, FL 34236.

Article 2. Purposes.

A. The purposes for which the Association is organized are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for The Founders Club, recorded or to be recorded in the Official Records of Sarasota County, Florida, as amended from time to time (hereinafter referred to as the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

The Association is created pursuant to the Declaration and these Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

B. The Association shall make no distributions of income to its members, directors, or officers.

C. All terms used herein which are not defined shall have the same meaning provided in the Declaration.

Article 3. Powers. The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration, and the By-Laws of this Association.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(i) to fix and to collect assessments or other charges to be levied against the property subject to the Declaration;

(ii) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to borrow money for any purpose, subject to any limitations contained in the By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private, including, without limitation, contracts for the upkeep and maintenance of the Surfacewater Management System;

(viii) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

(ix) to provide any and all supplemental municipal services as may be necessary or proper;

(x) to operate and maintain Common Areas, specifically the Surfacewater Management System as permitted by the Southwest Florida Water Management District and Sarasota County, Florida, including swales, inlets, culverts, lakes, outfalls, water control structures, retention and detention ponds, storm drains, wetlands and any associated buffer areas, wetland mitigation areas, lakes, floodplain compensation areas, and the like, irrigation storage ponds and all connecting pipes and easements, used in connection with the retention, drainage and control of surface water; and

(xi) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 3.

Article 4. Members.

A. The Association shall be a membership corporation without certificates of shares of stock.

B. The owner of each Homesite and the owner of the Golf Club Facilities subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration, except there shall be no vote for any Homesite owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the official records of Sarasota County, Florida, a deed or other instrument establishing record title to property subject to the Declaration. The owner designated by such instrument shall automatically become a member of the Association and the membership of the prior owner shall thereby be terminated.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of the member's Homesite.

Article 5. Term. The Association shall be of perpetual duration.

Article 6. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

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

Thomas Brown  
1343 Main Street  
Suite 602  
Sarasota, FL 34236

James A. Tallman  
1343 Main Street  
Suite 602  
Sarasota, FL 34236

Fred Starling  
2201 Cantu Court  
Sarasota, FL 34238

C. The method of election and term of office, removal, and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

Article 7. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they 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:

President and Treasurer

James A. Tallman  
1343 Main Street  
Suite 602  
Sarasota, FL 34236

Vice-President and Secretary

Fred Starling  
2201 Cantu  
Sarasota, FL 34238

Article 8. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

Article 9. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article 10. Dissolution of Association. The Association may be dissolved in the manner provided by the Declaration, provided, however, the Association shall not be dissolved nor shall it dispose of any real property contained within the Common Area, by sale or otherwise (except to an entity organized for the purpose of owning and maintaining such Common Areas), without the prior approval of the Southwest Florida Water Management District and Sarasota County, Florida. In the event of dissolution of the Association, control and responsibility for maintenance of any and all portions of the Surfacewater Management System, together with all easements related thereto, shall be transferred to a governmental agency or another association not-for-profit or a similar organization.

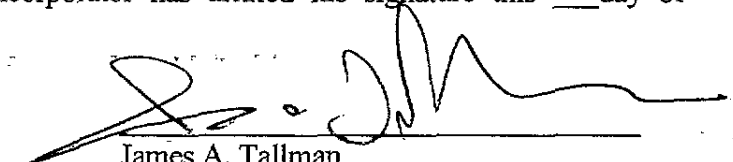
Article 11. Incorporator. The name and address of the incorporator of the Association is:

James A. Tallman  
1343 Main Street, Suite 602  
Sarasota, FL 34236

Article 12. Registered Agent and Office. The initial registered office of the Corporation is c/o Abel, Band, Russell, Collier, Pitchford and Gordon, Chartered 240 South Pineapple Avenue, Sarasota, FL 34236, and the initial registered agent at such address is Kathryn Angell Carr.

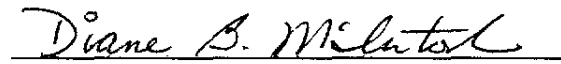


IN WITNESS WHEREOF, the incorporator has affixed his signature this 18<sup>TH</sup> day of MARCH, 2004.

  
James A. Tallman

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 18<sup>th</sup> day of MARCH, 2004, by James A. Tallman who is personally known to me \_\_\_\_\_ or has produced identification \_\_\_\_\_.

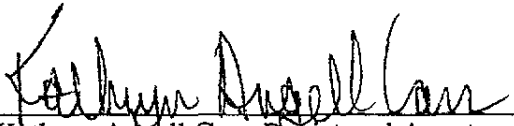
  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



Diane B. McIntosh  
My Commission DD293123  
Expires February 23, 2008

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.


  
Kathryn Angell Carr, Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me this 21<sup>th</sup> day of MARCH, 2004, by Kathryn Angell Carr who is personally known to me X or has produced identification \_\_\_\_\_.



Notary Public, State of Florida  
KIMBERLY SPRAGINS RIDDLEY  
Commission # DD 24087  
Comm. Expires May 8, 2005

  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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