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FLORIDA NON-PROFIT CORPORATION

Villas of Sabal Trace Phase II Association, Inc.

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**ARTICLES OF INCORPORATION
OF
VILLAS OF SABAL TRACE PHASE II ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by William G. Schlotthauer, 200 South Orange Avenue, Sarasota, Florida 34236, as sole incorporator, for the purpose set forth below.

**ARTICLE 1
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be:

VILLAS OF SABAL TRACE PHASE II ASSOCIATION, INC.

hereinafter in these Articles referred to as the "Association." The initial principal office address of the Association is 551 N. Cattlemen Road, Suite 202, Sarasota, Florida 34232.

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**ARTICLE 2
PURPOSES**

2.1 General Purposes. The Association is organized for the general purpose of promoting the health, safety, and social welfare of the Owners of Parcels within the Subdivision known as Villas of Sabal Trace, Phase II, being developed in Sarasota County, Florida, by U.S. Home Corporation, a Delaware corporation ("Developer"). The Subdivision is more particularly described in that certain document entitled "Declaration of Covenants, Conditions, and Restrictions for Villas of Sabal Trace, Phase II" (the "Declaration"), which is to be recorded in the Public Records.

2.2 Specific Purposes. The purposes of the Association shall include the following:

- A. To operate, maintain, manage, improve, and administer the use of the Common Areas, and other portions of the Subdivision, to the extent set forth in the Declaration.
- B. To perform all duties and obligations assigned to the Association by the terms of the Declaration.
- C. To take such action as may be deemed appropriate by the Board of Directors to promote the health, safety, and social welfare of the Owners.
- D. To operate without profit for the sole and exclusive benefit of its members.

2.3 Construction. All capitalized words and terms used herein which are defined in the Declaration shall be used herein with the same meaning as defined in the Declaration. In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Declaration, the provisions of the Declaration shall control.

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**ARTICLE 3
POWERS**

3.1 General Powers. The Association shall have all powers that are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

3.2 Specific Powers. The Association's powers shall include the following:

A. To purchase, accept, lease, or otherwise acquire title to, and 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 other acts necessary or expedient (including the borrowing of money and the sale of property owned by the Association) for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish budgets and to fix Assessments to be levied against Assessable Parcels pursuant to the Declaration 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 ensuing years and reasonable annual reserves for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To place liens against any Assessable Parcel for delinquent and unpaid Assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such Assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association, all in accordance with the provisions of the Declaration.

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 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

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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, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration and any Supplemental Declaration.

K. To exercise all powers conferred upon the Association by the Declaration or any Supplemental Declaration, subject to all limitations and obligations imposed upon the Association by the terms thereof.

ARTICLE 4 **MEMBERS**

4.1 Classes of Members. The Association shall have four classes of members, comprised as follows::

A. **Class A Members.** Class A members shall be all Owners of Assessable Parcels in the Subdivision. Such Owners shall automatically become Class A members upon acquiring the fee simple title to their respective Parcels.

B. **Class B Members.** The Class B member shall be Developer, any successor to or legal representative of Developer, or any Person to whom all rights of Developer under the Declaration or these Articles of Incorporation are hereafter assigned pursuant to written instrument recorded in the Public Records.

C. **Class C Members.** Class C members shall be all owners of Parcels in the Subdivision other than the Assessable Parcels. Such Owners shall automatically become Class C members upon acquiring fee simple title to their respective Parcels.

4.2 Termination of Membership. The Class B membership shall automatically terminate on the Final Development Date, after which time the Association membership shall be comprised solely of Class A and Class C members. The membership of any Class A and Class C member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Parcels as long as such member continues to own at least one Parcel.

4.3 Membership Appurtenant to Parcel Ownership. The interest of any Class A or Class C member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Parcel which is the basis of his membership in the Association.

4.4 List of Members. The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and obligation to so inform the Secretary in writing, giving his name, mailing address, and legal description of his Parcel; provided, however, that any notice given to or vote accepted from the prior Owner of such member's Parcel 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 or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him

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and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE 5
VOTING

The voting rights of the members of the Association, including provisions for representation of Class A members through Voting Members, shall be as set forth in the Declaration. In all matters requiring the vote of Voting Members, each Voting Member shall cast the number of votes held by Class A members represented by such Voting Member.

ARTICLE 6
BOARD OF DIRECTORS

6.1 Number. The affairs of the Association shall be managed by a Board of Directors consisting initially of three 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 Directors.

6.2 Appointment and Election. All Directors shall be appointed by the Class B member until the annual meeting of members in the year 2006. Commencing with such annual meeting and continuing thereafter until the Turnover Meeting, the Class B member shall have the right to appoint a majority of the Directors, and the remaining Directors shall be elected by Voting Members representing the Class A members in accordance with the provisions of Article 6.3. Commencing with the Turnover Meeting and continuing thereafter until the Termination Meeting, a majority of the Directors shall be elected by Voting Members representing the Class A members in accordance with the provisions of Article 6.3, and the Class B member shall have the right to appoint the remaining Directors. Commencing with the Termination Meeting, all Directors shall be elected by Voting Members representing the Class A members in accordance with the provisions of Article 6.3.

A. Turnover Meeting. As used herein, the "Turnover Meeting" shall mean the first annual or special meeting of members following the earlier of the following two dates: (1) the date which is three months after 90 percent of the parcels that will ultimately be included in the Subdivision have been conveyed to Class A members; or (2) the date on which the Class B member, by written notice to the Association, relinquishes its right to appoint a majority of the Directors.

B. Termination Meeting. As used herein, the "Termination Meeting" shall mean the first annual or special meeting of members following the earlier of the following two dates: (1) the date on which the Class B member no longer holds for sale in the ordinary course of business at least five percent of the parcels that will ultimately be included in the Subdivision; or (2) the date on which the Class B member, by written notice to the Association, relinquishes its right to appoint any Directors.

6.3 Election Procedures. Elections of Directors shall be by plurality vote. In the event any Neighborhood District is established by the Class B member pursuant to the provisions of the Declaration, at least one Director shall be elected by Voting Members representing the Class A members owning Parcels within such Neighborhood District. In no event shall the total number of Directors elected by Voting Members representing the Class A members be less than the number of Neighborhood Districts.

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6.4 Qualification and Term. Directors need not be members of the Association. Directors appointed by the Class B member shall not serve fixed terms, but shall serve at the pleasure of the Class B member. Except as may be otherwise required by the terms of Article 6.2, Directors elected pursuant to Article 6.3 shall be elected at the annual meeting of members, and their term shall expire at the next succeeding annual meeting of members. Commencing with the Turnover Meeting, except for persons appointed as Directors by the Class B member, no person shall serve as a Director for successive terms or more than two terms during any five-year period.

6.5 Removal. Any Director elected pursuant to Article 6.3 exclusively by Voting Members representing Class A members owning Parcels within a specific Neighborhood District may be removed from office with or without cause only by majority vote of such Voting Members. Any other Director elected pursuant to Article 6.3 may be removed from office with or without cause only by majority vote of Voting Members representing all Class A members. Any Director appointed by the Class B member may be removed and replaced with or without cause by the Class B member, in the Class B member's sole discretion.

6.6 Initial Board. The names and addresses of the persons constituting the first Board of Directors are as follows:

Terry Kirschner	-	551 N. Cattlemen Road, Suite 200 Sarasota, Florida 34232
Robert T. Allegra	-	551 N. Cattlemen Road, Suite 200 Sarasota, Florida 34232
Kenneth Stokes	-	551 N. Cattlemen Road, Suite 202 Sarasota, Florida 34232

ARTICLE 7 OFFICERS

7.1 Number, Qualification, and Term. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as the Board of Directors shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. 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 Board of Directors, and their term shall expire at the next succeeding annual meeting of the Board of Directors. Commencing with the Turnover Meeting, no person shall serve as an officer for successive terms or for more than two terms during any five-year period.

7.2 Initial Officers. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

President	-	Terry Kirschner
Vice President	-	Robert T. Allegra
Treasurer	-	Kenneth Stokes

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Secretary

Kenneth Stokes

**ARTICLE 8
CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 9
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 rescinded by a majority vote of the Directors in the manner provided by such Bylaws. No amendment to the Bylaws prior to the Final Development Date, however, shall be effective without the written consent of the Class B member.

**ARTICLE 10
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors. No amendment to these Articles of Incorporation prior to the Final Development Date, however, shall be effective without the written consent of the Class B member.

**ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 200 South Orange Avenue, Sarasota, Florida 34236, and the registered agent at such address shall be William G. Schlotthauer. The Association may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE 12
BUDGET AND EXPENDITURES**

The Association shall obtain funds with which to operate by Assessments levied against its members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of these Articles of Incorporation, the Association's Bylaws, and any Supplemental Declaration. Pursuant to the Declaration, the Board of Directors shall annually adopt budgets for the operation of the Association for the ensuing fiscal year and for the purpose of levying Assessments against all Assessable Parcels, which budget shall be conclusive and binding upon all members; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budgets.

**ARTICLE 13
INCORPORATOR**

The name and street address of the incorporator of the Association is as follows:

William G. Schlotthauer
200 South Orange Avenue
Sarasota, Florida 34236

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ARTICLE 14
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 own willful misconduct or, with respect to any criminal proceeding, his 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 15
DISSOLUTION OF THE ASSOCIATION

15.1 Dissolution. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the members of the Board of Directors and upon compliance with any applicable laws then in effect.

15.2 Distribution of Assets. 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:

A. Any Subdivision Common Areas owned by the Association shall be distributed to the Owners of the Assessable Parcels pro rata to the number of Assessment Shares allocated to such Parcels, such that each Assessable Parcel shall receive one undivided share of the Subdivision Common Areas for each Assessment Share allocated to such Assessable Parcel. Alternatively, the Board of Directors may, in its discretion, distribute the Subdivision Common Areas: (1) to a banking corporation having trust powers, to be held in trust for the benefit of the Owners of the Assessable Parcels; or (2) to a corporation not for profit whose members are comprised solely of the Owners of the Assessable Parcels. If the Subdivision Common Areas are distributed in trust, each Assessable Parcel shall receive one undivided share in the trust assets for each Assessment Share allocated to such Assessable Parcel. If the Subdivision Common Areas are distributed to a corporation not for profit, each Assessable Parcel shall receive one undivided share in the corporation's assets for each Assessment Share allocated to such Assessable Parcel. Each Assessable Parcel's share in the Subdivision Common Areas, trust assets, or corporate assets, as applicable, shall be deemed an appurtenance to such Parcel.

B. All remaining assets, or the proceeds from the sale of such assets, shall be distributed among the Owners of the Assessable Parcels pro rata to the number of Assessment Shares allocated to such Parcels, such that each Assessable Parcel shall receive one undivided share of such assets for each Assessment Share allocated to such Assessable Parcel.

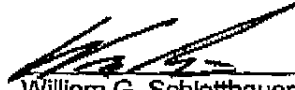
ARTICLE 16
BINDING EFFECT

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

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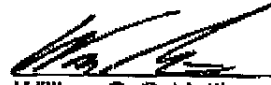
IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 1st day of November 2004.



William G. Schlotthauer
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, 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.



William G. Schlotthauer
Registered Agent

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