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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**OLD MILL PRESERVE HOMEOWNERS ASSOCIATION, INC.**

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ICARD MERRILL et al.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
OLD MILL PRESERVE  
HOMEOWNERS ASSOCIATION, INC.**  
a Florida not-for-profit corporation

THE UNDERSIGNED INCORPORATOR, pursuant to the laws and statutes of the State of Florida, hereby forms and incorporates a corporation not for profit, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be **OLD MILL PRESERVE HOMEOWNERS ASSOCIATION, INC.** (the "Association"), whose initial principal business and mailing address is 501 Cattlemen Rd., Ste. 100, Sarasota, FL 34232, either of which may be changed from time to time by the Board of Directors.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as **OLD MILL PRESERVE** (the "Subdivision"), located in Manatee County, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for **OLD MILL PRESERVE** (the "Declaration").

**ARTICLE III  
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes, for the administration and enforcement of the provisions of the Declaration. It shall promote the health, safety and social welfare of the owners of all Lots located within the Subdivision. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or Officer and the Association shall operate without profit for the sole and exclusive benefit of its members. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or Chapter 720, Florida Statutes, as they may hereafter be amended, including, but not limited to, the following:

- (1) To exercise all rights, powers, obligations and duties of the Association, as set forth in the Declaration as may be duly amended from time to time.

- (2) To establish a budget and to make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties and to hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth these Articles, the Bylaws and/or the Declaration.
- (3) To place liens against any lot subject to assessments for delinquent and unpaid assessments or other charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges as provided in these Articles, the Bylaws, the Declaration, and/or Chapter 720, Florida Statutes.
- (4) To protect, maintain, repair, replace, and operate the common areas, common elements, and all other areas (for which such responsibility is given in the Declaration) of the Subdivision.
- (5) To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the common areas or common elements, including, without limitation, buildings, structures, streets, sidewalks, street lights and landscaping as the Board of Directors of the Association, in its discretion (subject to the provisions in these Articles, the Bylaws, the Declaration, or Chapter 720, Florida Statutes), determines to be necessary or desirable for the promotion of the health, safety and social welfare of the members of the Association.
- (6) To purchase insurance upon the Association property for the benefit and protection of the Association and its members.
- (7) To pay taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.
- (8) To make further improvements of the property and to reconstruct any improvements after casualty.
- (9) To make, establish, promulgate, amend, and enforce reasonable rules and regulations governing the use of the common elements and areas, and the operation of the Association.
- (10) To enforce the provisions of the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association, including without limitation, the right to require all lot owners in the Subdivision to become Members of the Association.

- (11) To contract for the management and maintenance of the Association and the association property, and to delegate any powers and duties of the Association in connection therewith except those specifically required by the Declaration to be exercised by either the Board of Directors or the membership of the Association.
- (12) To operate and maintain the Surface Water Management System, as such term is defined in the Declaration.
- (13) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association and to delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- (14) To borrow money without limit as to amount, if necessary to perform its other functions hereunder.
- (15) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets wherever situated, except as limited by these Articles, the Bylaws, the Declaration or Chapter 720, Florida Statutes.
- (16) To sue and be sued, complain, and defend in its corporate name, in all actions or proceedings subject to the provisions in these Articles, the Bylaws, the Declaration, or Chapter 720, Florida Statutes.
- (17) To furnish or otherwise provide for such 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, subject to the provisions in these Articles, the Bylaws, the Declaration, or Chapter 720, Florida Statutes.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws. The Association shall exist in perpetuity (subject to the rights of the members thereof to dissolve the same, as more specifically provided by the Declaration, these Articles and/or the Bylaws); provided, however, in the event of any such dissolution, all of the members of the Association shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System (as defined in the Declaration), in accordance with the requirements of the applicable Environmental Resource Permit issued by the Southwest Florida Water Management District ("SWFWMD"), unless and until an alternate entity acceptable to SWFWMD assumes responsibility.

ARTICLE IV  
MEMBERSHIP AND VOTING INTERESTS

All membership and voting rights shall be as established and set forth in the Declaration and the Bylaws.

ARTICLE V  
EXISTENCE

The Association shall exist perpetually, subject to the rights of the members thereof to dissolve the same, as set forth in these Articles, the Declaration and Bylaws, unless otherwise dissolved according to law. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of the Association, including the surface water management system, shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association shall be c/o 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the initial registered agent at such address shall be Amy S. Thompson, Esq. of Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A. The initial registered office and corresponding registered agent may be changed from time to time by the Board of Directors.

ARTICLE VII  
DIRECTORS AND OFFICERS

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than seven (7) persons, as shall be designated by the Bylaws. All Directors shall be elected by the Members in the manner determined by the Bylaws. The business of the Association shall be conducted by the Officers as designated in the Bylaws. The Officers shall be elected and shall hold office as more specifically set forth in the Bylaws.

ARTICLE VIII  
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors all of

whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Steve Kempton	Director	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232
Robert Shiver	Director	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232
Terry Foote	Director	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232
Michelle Campbell	Director	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232

The names and post office addresses of the members of the first Officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Steve Kempton	Director	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232
Robert Shiver	Vice President	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232
Terry Foote	Vice President	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232
Michelle Campbell	Vice President/ Treasurer/Secretary	501 Cattlemen Rd., Ste. 100 Sarasota, FL 34232

#### ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorneys fees and legal expenses (including those fees and expenses associated with appellate proceedings) reasonably incurred in connection with any dispute, litigation, proceeding, or the settlement thereof, in which they may become involved by reason of holding such office or position. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacities as Officers and/or Directors or arising out of their status as such. In no event, however, shall the right to indemnification as set forth herein be applicable to any of the following:

- (1) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (2) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful, or otherwise had reasonable cause to believe his action was lawful.
- (3) A transaction from which the Director or Officer derived an improper personal benefit.
- (4) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose, or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

In the event of a settlement of a dispute, litigation or proceeding, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or Officer may be entitled.

#### ARTICLE X BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE XI AMENDMENTS

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

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Directors, or by petition to the Directors signed by at least twenty-five percent (25%) of the membership interest entitled to vote thereon.
- (2) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given. In the event that an amendment must be voted on before an annual meeting, notice of the proposed amendment and time and place of the voting shall be given as provided in the Bylaws for all members meetings.

- (3) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles shall be adopted if it is approved by at least a majority of the membership interests of the Association entitled to vote thereon, or if it is approved in writing by at least a majority of the membership interests of the Association entitled to vote thereon, as authorized by Section 2.9 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.
- (4) Effective Date. An amendment becomes effective upon filing with the Secretary of State, and recording a certified copy thereof in the Public Records of Manatee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.
- (5) Prohibited Amendments. No amendment of these Articles shall:
  - i. Make any change in the qualifications for membership or voting rights of an owner;
  - ii. Be in conflict with any provision of the Declaration;
  - iii. Make any change in the rights of Declarant, as defined in the Declaration, unless Declarant grants written consent thereto, in Declarant's sole discretion.

**ARTICLE XII  
INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is as follows:

Name:  
Terry L. Foote

Address:  
501 Cattlemen Rd., Ste. 100  
Sarasota, FL 34232

**ARTICLE XIII  
DISSOLUTION OF THE ASSOCIATION**

Upon expiration of the term established in the Declaration, the Association may be dissolved upon resolution as set forth in the Declaration. Distribution of Association assets shall be controlled by Chapter 617, Florida Statutes, except as set forth herein. The Association may be dissolved by judicial decree if necessary pursuant to §§ 617.1430, 617.1431, 617.1432, 617.1433, Florida Statutes, as amended and as applicable.



Upon dissolution of the Association, all of its assets remaining after provision for payment to 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, if not, then the Board of Directors shall treat the property in another manner that is acceptable to the authority to keep the Subdivision in compliance with the authority.
- (2) If the Association ceases to exist for any reason the Association may request that SWFWMD (or other appropriate authority) accept the conveyance of the Surface Water Management System to an appropriate governmental unit or public authority. If not accepted, then all of the lot owners shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System (as defined in the Declaration) in accordance with the requirements of the environmental resource permit issued by SWFWMD and in accordance with SWFWMD rules and regulations, unless and until an alternate entity acceptable to SWFWMD assumes responsibility, which alternate entity may be a not-for-profit corporation similar to the Association.
- (3) All remaining assets or the proceeds for the sale of such assets shall be apportioned among the lots subject to assessments in shares equal to their ownership of the common areas and common surplus as set forth in the Declaration. If there is a mortgage on the lots, all checks shall be made payable to both the lot owner(s) and their mortgagee, jointly.

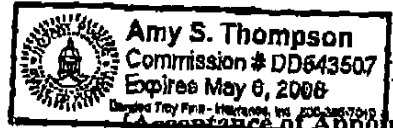
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, as of the 14<sup>th</sup> day of September, 2007.

Terry L. Foote  
Terry L. Foote

STATE OF FLORIDA  
COUNTY OF Sarasota

Sworn to and subscribed before me this 14<sup>th</sup> day of September, 2007, by Terry L. Foote who is personally known to me or who has produced his FL Drivers License as identification.

[Signature]  
Notary Public AMY S. THOMPSON  
My Commission Expires: 5/16/08



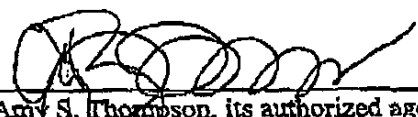
(Acceptance of Appointment as Registered Agent on Following Page)

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
OLD MILL PRESERVE  
HOMEOWNERS ASSOCIATION, INC.**

Having been named to accept service of process for the above stated not for profit corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her duties.

DATED: September 14, 2007.

ICARD, MERRILL, CULLIS, TMM,  
FUREN & GINSBURG, P.A.

By:   
Amy S. Thompson, its authorized agent  
Registered Agent

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TALLAHASSEE, FLORIDA

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