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STATE OF FLORIDA

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NAME: DESOTO WOODS HOMEOWNERS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
DESOTO WOODS HOMEOWNERS' ASSOCIATION, INC.
A Corporation Not for Profit

The undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes and certifies as follows:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be "DESOTO WOODS HOMEOWNERS' ASSOCIATION, INC." For convenience, the corporation shall herein be referred to as the "ASSOCIATION". The mailing address and principal place of business of the Association is 8005 17th Avenue West, Bradenton, FL 34209.

ARTICLE II. PURPOSE

2.1 Purpose: The purpose for which the ASSOCIATION is organized is to provide an entity for the maintenance, preservation, management and architectural control of the LOTS and ASSOCIATION PROPERTY located within DESOTO WOODS, a planned residential subdivision located in an unincorporated area of Manatee County, Florida, same to be in accordance with the "Declaration of Protective Covenants, Conditions and Restrictions for DESOTO WOODS," herein called the "DECLARATION", which is to be recorded in the Public Records of Manatee County, Florida, as same may be amended. The ASSOCIATION shall have the further purpose of promoting the health, safety and welfare of the OWNERS and occupants of DESOTO WOODS, consistent with the DECLARATION, these ARTICLES and the BY-LAWS of the ASSOCIATION of DESOTO WOODS.

ARTICLE III. POWERS

3.1 Common Law and Statutory Powers: The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit not in conflict with these ARTICLES or the DECLARATION.

3.2 Specific Powers: The ASSOCIATION shall have all of the powers and duties set forth in the DECLARATION, as amended from time to time, except as validly limited by these ARTICLES and by said DECLARATION, and all of the powers and duties reasonably

necessary to own and operate the ASSOCIATION PROPERTY of DESOTO WOODS pursuant to said DECLARATION and to perform the maintenance, administrative, managerial and other functions for DESOTO WOODS as provided in said DECLARATION, as they may be amended from time to time, including but not limited to the following:

- (a) Enforce the provisions of this DECLARATION, the ARTICLES and BY-LAWS by appropriate means and carry out the obligations of the ASSOCIATION hereunder.
- (b) Make and collect Assessments against MEMBERS as LOT OWNERS to defray the cost of the COMMON EXPENSES of DESOTO WOODS as provided in the DECLARATION.
- (c) Use the proceeds of Assessments in the exercise of its powers and duties.
- (d) Accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the ASSOCIATION PROPERTY in accordance with the DECLARATION.
- (e) Purchase insurance upon the ASSOCIATION PROPERTY and for the protection of the ASSOCIATION and its MEMBERS.
- (f) Maintain, repair and reconstruct the improvements on the ASSOCIATION PROPERTY after casualties and further to improve the ASSOCIATION PROPERTY in accordance with the DECLARATION.
- (g) Adopt and amend reasonable rules and regulations respecting the use of the ASSOCIATION PROPERTY in accordance with the DECLARATION.
- (h) Enforce by legal means the provisions of the DECLARATION, the BY-LAWS of the ASSOCIATION, and regulations duly adopted by the ASSOCIATION.
- (i) Furnish or otherwise provide for such services as the BOARD in its discretion determines necessary or appropriate.

- (j) Pay any real and personal taxes and other charges assessed against the ASSOCIATION PROPERTY unless same are separately assessed to the OWNERS.
- (k) Obtain all required utility and other services for the ASSOCIATION PROPERTY.
- (l) Maintain architectural control over DESOTO WOODS in accordance with the DECLARATION.
- (m) Negotiate and contract for such materials and services for the benefit of all or any of the OWNERS who may subscribe to or elect to accept such materials or services as agent on behalf thereof, in accordance with the DECLARATION.
- (n) Borrow money and pledge assets of the ASSOCIATION as security therefor pursuant to the DECLARATION.
- (o) Employ personnel for reasonable compensation to perform the services required for the proper carrying out of the ASSOCIATION responsibilities.
- (p) Exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the ASSOCIATION set forth in the DECLARATION, the ARTICLES or the BY-LAWS, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the ASSOCIATION, or reasonably necessary to effectuate its obligation under the DECLARATION.
- (q) Operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this ASSOCIATION be dissolved, any stormwater management system and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.
- (r) To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the ASSOCIATION

set forth in the DECLARATION, these ARTICLES or the BY-LAWS, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the ASSOCIATION, or reasonably necessary to effectuate its obligation under the DECLARATION.

- (s) To operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this ASSOCIATION be dissolved, any stormwater management system and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.

3.3 Assets Held in Trust: All funds and the title of all properties acquired by the ASSOCIATION and the proceeds thereof shall be held in trust for the MEMBERS, in accordance with the Provisions of the DECLARATION, these ARTICLES and the By-Laws of the ASSOCIATION.

3.4 Limitation on Exercise of Power: The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the DECLARATION, these ARTICLES and the BY-LAWS of the ASSOCIATION.

ARTICLE IV. MEMBERS

4.1 Members: The MEMBERS of the ASSOCIATION shall consist of the Declarant, Harry Bakker, as the Declarant Member, until such time as the Declarant Membership is terminated and converted to Regular Membership as provided by the terms of the DECLARATION and all of the record OWNERS of LOTS in DESOTO WOODS subject to the DECLARATION and operated hereby.

4.2 Change of Membership: Change of membership in the ASSOCIATION shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a LOT in DESOTO WOODS, and the delivery to the ASSOCIATION of a copy of such instrument. The OWNER designated in such instrument shall there upon become a MEMBER of the ASSOCIATION and the membership of the prior OWNER shall thereupon be terminated, as provided in the BY-LAWS.

4.3 Limitation on a Transfer of Shares or Assets: 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 to the MEMBER'S LOT.

4.4 Voting: The OWNER of each LOT shall be entitled to one vote as a MEMBER of the ASSOCIATION; provided, however, that the DECLARANT shall, be entitled to the number of votes as provided in the DECLARATION. The manner of exercising voting rights shall be determined by the BY-LAWS of the ASSOCIATION. OWNERS owning more than one LOT shall be entitled to one vote for each LOT owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the DECLARATION and the BY-LAWS.

ARTICLE V. DIRECTORS

5.1 Board of Directors: The affairs of the ASSOCIATION shall be managed by a BOARD consisting of such number of MEMBERS as may be determined from time to time in accordance with the DECLARATION and the BY-LAWS. In no event shall the BOARD consist of fewer than three (3) Directors. Directors need not be MEMBERS of the ASSOCIATION except as otherwise provided

5.2 Election of Directors: Directors of the ASSOCIATION shall be elected at the annual meeting of the MEMBERS, in the manner provided by the BY-LAWS. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS.

5.3 First Board of Directors: The names and addresses of the initial Board of Directors, who have been selected by the DECLARANT and who shall serve until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Harry Bakker	8005 17th Avenue West Bradenton, Florida 34209
Betty Bakker	8005 17th Avenue West Bradenton, Florida 34209
Timothy A. Knowles	1205 Manatee Avenue West Bradenton, Florida 34205

The initial Directors designated by Harry Bakker, the DECLARANT named in the DECLARATION, and any Directors subsequently designated or appointed or elected by DECLARANT in accordance with the terms of the DECLARATION, need not be MEMBERS of the ASSOCIATION.

ARTICLE VI. OFFICERS

6.1 Officers: The affairs of the ASSOCIATION shall be administered by a President, Vice President, Secretary, Treasurer and such other officers as may from time to time be created by the BOARD as permitted by the BY-LAWS. Officers shall be elected by the BOARD at its first meeting following the annual meeting of the ASSOCIATION and shall serve at the pleasure of the BOARD. Offices may be combined as provided in the BY-LAWS. The names and addresses of the officers who shall serve until their successors are designated by the BOARD are as follows:

President,	Vice President,	Harry Bakker
Treasurer		8005 17th Avenue West
		Bradenton, Florida 34209
Secretary:		Betty Bakker
		8005 17th Avenue West
		Bradenton, Florida 34209

ARTICLE VII. INDEMNIFICATION

7.1 Indemnification: Every director and every officer of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the ASSOCIATION, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the BOARD approves such settlement and reimbursement as being for the best interests of the ASSOCIATION. The foregoing right

of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

7.2 Insurance: The BOARD of the ASSOCIATION may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the MEMBERS of the ASSOCIATION as part of the common expenses.

ARTICLE VIII. BY-LAWS

8.1 By-Laws: The first BY-LAWS of the ASSOCIATION shall be adopted by the BOARD and may be altered, amended or rescinded by a majority of the BOARD, except as otherwise may be provided by the BY-LAWS and the DECLARATION.

ARTICLE IX. AMENDMENTS

9.1 Amendments: In addition to any amendments to these ARTICLES made by the DECLARANT pursuant to rights or powers reserved by the DECLARANT in the DECLARATION, these ARTICLES may be altered, amended or modified upon the affirmative vote of the MEMBERS owning FIFTY-SEVEN PERCENT (57.0%) of the LOTS in DESOTO WOODS. Amendments may be proposed by the DECLARANT so long as it owns any LOTS in the Subdivision by resolution of the BOARD or by the MEMBERS owning forty-two percent (42.0%) of the LOTS in DESOTO WOODS. Provided, however, that no amendment affecting the DECLARANT, or its successors or assigns as the DECLARANT of DESOTO WOODS, as defined in the DECLARATION, shall be effective without the prior written consent of the DECLARANT, its successors or assigns as such DECLARANT. Provided, further that no amendment shall make any change in the qualification for membership nor the voting rights of MEMBERS without the approval of all MEMBERS. No amendment shall be made which is in conflict with DECLARATION.

ARTICLE X. EXISTENCE

The term of the ASSOCIATION shall be perpetual.

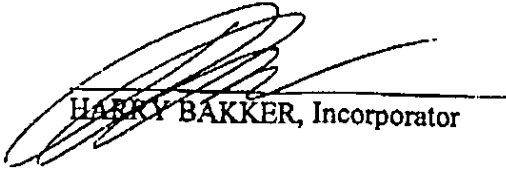
ARTICLE XI. SUBSCRIBER

The name and address of the subscriber to these ARTICLES is HARRY BAKKER, 8005 17th Avenue West, Bradenton, Florida 34209.

ARTICLE XII. REGISTERED AGENT

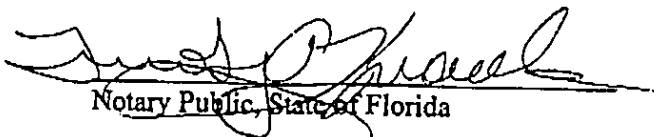
The ASSOCIATION hereby appoints HARRY BAKKER, whose mailing address is 8005 17th Avenue West, Bradenton, Florida 34209, as its Registered Agent and Resident Agent under the laws of Florida. By affixing his signature hereto, HARRY BAKKER, does hereby accept said designation and appointment, and the address of the ASSOCIATION's initial registered office shall be at 8005 17th Avenue West, Bradenton, Florida 34209.

IN WITNESS WHEREOF, the Subscriber has signed these ARTICLES on this 2 day of July, 1996.


HARRY BAKKER, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 2 day of July, 1996, by HARRY BAKKER, who is personally known to me or who has produced _____ (type of identification) and who did (did not) take an oath.


Notary Public, State of Florida

(Type or Print Notary Name Here)



ACCEPTANCE BY REGISTERED AGENT

The undersigned, HARRY BAKKER hereby accepts designation as Registered Agent and Resident Agent of the foregoing corporation.

Dated this 2nd day of July, 1996.


HARRY BAKKER, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA