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CHARLES F. WHEELER, P.A.

ATTORNEYS AT LAW

871 Venetia Bay Blvd., Suite 350
Venice, Florida 34292

Charles F. Wheeler
Frank C. Wheeler

Mailing Address:
P.O. Box 1744
Venice, Florida 34284

941-485-5486
Fax: 941-484-4786

August 28, 2000

Florida Department of Revenue
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: Stanley Valley Homeowners Association, Inc.

Dear Sir or Madam:

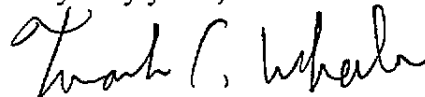
Enclosed please find an original Articles of Incorporation for Stanley Valley Homeowners Association, Inc. to be filed with the State of Florida.

Please forward us a certified copy via the U.S. Mail. We have enclosed our check in the amount of \$78.75 representing payment of the filing fee, registered agent designation and certified copy.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact us.

Best regards.

Very truly yours,



Frank C. Wheeler

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FCW/tmw
Enclosures

F. Burch SEP 7 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAArticles of Incorporation
of

STANLEY VALLEY HOMEOWNERS ASSOCIATION, INC.

A Nonprofit Corporation

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is Stanley Valley Homeowners Association, Inc. (hereinafter the "association").

ARTICLE II

The association is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows: Parcel 58, MISSION VALLEY ESTATES, SECTION A, as per plat thereof recorded in Plat Book 11, Page 2, 2A and 2B, of the Public Records of Sarasota County, Florida, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision to be recorded in the public records of Sarasota County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been

signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE V

The street address of the initial registered office of the association is 1951 White Feather Lane, Nokomis, Florida 34275, and the name of its initial registered agent at that address is Harvey N. Stanley.

ARTICLE VI

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VII

The association will have two classes of voting members, which are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

ARTICLE VIII

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Harvey N. Stanley	1951 White Feather Lane, Nokomis, Florida 34275
Mary K. Stanley	1951 White Feather Lane, Nokomis, Florida 34275
H. Lauden Pitts	8 Sorrento Drive, Osprey, Florida 34229

Directors of the Association shall be elected at the annual meeting of the membership in the manner described in the By Laws. Directors may be removed and vacancies on the Board of Directors filled as provided in the By Laws.

ARTICLE IX

The names and addresses of Officers who shall serve until their successors are designated by the Board of Directors are as follows:

Harvey N. Stanley	President	1951 White Feather Lane, Nokomis, Florida 34275
Mary K. Stanley	Secretary/Treasurer	1951 White Feather Lane, Nokomis, Florida 34275
H. Lauden Pitts	Vice President	8 Sorrento Drive, Osprey, Florida 34229

ARTICLE X

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XI

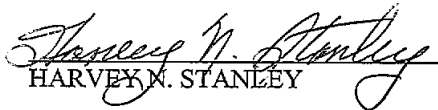
The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Harvey N. Stanley	1951 White Feather Lane, Nokomis, Florida 34275

ARTICLE XII

The principal office address of the Association is 1951 White Feather Lane, Nokomis, Florida 34275.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of the Association, have executed these Articles of Incorporation this 15th day of the month of August of 2000.


HARVEY N. STANLEY

State of Arizona
County of Yavapai

I, Frances Mello, Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Arizona, certify that HARVEY N. STANLEY, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 15 day of August, 2000.

My commission expires: 4/30/03



Notary Public



NOTARY PUBLIC
STATE OF ARIZONA
YAVAPAI COUNTY
FRANCES MELLO

My Commission Expires April 30, 2003

I, HARVEY N. STANLEY, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


HARVEY N. STANLEY