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INC.**

NO 20000004787

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ARTICLES OF INCORPORATION
OF

CEDAR RIDGE OF VENICE RESIDENTS ASSOCIATION, INC.,
a Florida Corporation Not-For-Profit

CEDAR RIDGE OF VENICE, L.L.C., a Florida Limited Liability Company ("Declarant") is the owner of certain property in Sarasota County, Florida (the "Subject Property"), and a Declaration of Restrictions for Cedar Ridge of Venice (the "Declaration"), which will affect the Subject Property, is expected to have been recorded or to be recorded in the Public Records of Sarasota County, Florida. This Association is being formed as the Association to administer the Declaration and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Sarasota County, Florida, with these Articles of Incorporation attached as an Exhibit. All of the definitions contained in the Declaration shall apply to these Articles and to the Bylaws of the Association.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be:

CEDAR RIDGE OF VENICE RESIDENTS ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association."

The address of the principal office of the corporation is 1901 S. Tamiami Trail, Venice, Florida 34293, and the corporation's mailing address is the same.

The Association is not a Condominium Association under Chapter 718, Florida Statutes.

ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are:

A. To promote the health, safety and social welfare of the owners of all Lots located within Cedar Ridge of Venice that are or hereafter may be subject to the terms of the "Declaration of Restrictions for Cedar Ridge of Venice" (referred to herein as the "Declaration") to be recorded in the Public Records of Sarasota County, Florida.

B. To operate, manage, maintain and control the usage of all land and improvements intended for the common usage of all Lot owners in Cedar Ridge of Venice including, without limitation, any common entranceway and signs, the landscape buffer and such private roads, sidewalks, pedestrian, bicycle and other pathways, lakes, ponds, water detention areas, private drainage and maintenance easements, landscaping, conservation areas, easement areas, and other similar common areas (and the improvements thereon) as may be set aside by the Declarant of Cedar Ridge of Venice and transferred or assigned from time to time to the Association for the common use or benefit of the Lot owners in Cedar Ridge of Venice, and/or for the purpose of operation and maintenance by the Association.

C. To furnish or otherwise provide for private security, fire protection, street lighting, and such other 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.

D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the neighborhood common areas, including, without limitation, the common entranceway, signs, structures, streets, sidewalks, street lights, private drainage and maintenance easements, landscaping, equipment, furniture and furnishings, both real and personal, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety, and social welfare of the members of the Association.

E. To carry out all of the duties and obligations assigned to it as a neighborhood property owners association under the terms of the Declaration for Lots in Cedar Ridge of Venice.

F. To operate without profit and for the sole and

exclusive benefit of its members.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have are as follows:

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 or easements 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 and all other acts necessary or expedient for carrying on any and all 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 a budget and to fix assessments to be levied against all Lots which are subject to assessment pursuant to the aforesaid Declaration for the purposes of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To place liens against any Lot subject to assessment 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.

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 powers 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 is 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 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 aforesaid Declaration.

J. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

K. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of Association property, including drainage and sewer and water systems; and to enter into any other agreement consistent with the purposes of the Association, including but not limited to agreements for professional management and to delegate to such professional management certain powers and duties of the Association.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners of Lots that are made subject to the provisions of said Declaration. Owners of such Lots shall automatically become members upon acquisition of the fee simple title to their respective Lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Lots so long as such member owns at least one Lot.

The interest 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 Lot which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior owner of such Lot 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 of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V

VOTING

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each Lot in which he holds a fee simple ownership. When more than one person holds such interest in any one Lot, all such persons shall be members and the vote attributable to such Lot may be cast by any of such joint owners. In the event more than one of the joint owners attempts to cast the vote to which their Lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of said Declaration, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

ARTICLE VI

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) 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 (3) or more than nine (9) Directors. Except for Directors appointed by

Declarant, the Directors must be members of the Association (or in the case of a Lot owned by an entity, the person designated on behalf of such entity), but need not be residents of the State of Florida.

B. All Directors shall be appointed by and shall serve at the pleasure of CEDAR RIDGE OF VENICE, L.L.C., a Florida Limited Liability Company (hereinafter referred to as "Declarant"), its successors or assigns, until the annual meeting of members in the year 2003, or such earlier date as Declarant shall determine in its sole discretion. Commencing with said annual meeting and continuing thereafter until the Declarant shall turn over the right to appoint a majority of the Board of Directors to the owners of Lots within the subdivision, the Declarant shall have the right to appoint a majority of the Board of Directors. After the Declarant has turned over control of the Association to the Lot owners, all Directors shall be elected by the members. Declarant agrees that it will turn over control of the Association at the first annual meeting of members following the year in which members other than the Declarant for the first time own fifty-one percent (51%) of the Lots that will ultimately be subject to said Declaration, or at such meeting prior thereto as Declarant elects in its sole discretion, if Declarant voluntarily turns over control of the Board of Directors prior to such date.

C. All Directors who are not subject to appointment by Declarant shall be elected by the members. Elections shall be by plurality vote.

D. All Directors, whether appointed or elected, shall serve for terms of one (1) year or until their successors are elected and qualify in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Declarant, in Declarant's sole discretion.

E. The names and addresses of the persons constituting the first Board of Directors who shall hold office until the first annual meeting of members to be held in the year 2003 and until their successors are elected or appointed and have qualified, are as follows:

JACQUES CLOUTIER
1901 S. Tamiami Trail
Venice, FL 34293

GIANNA WHITE
1901 S. Tamiami Trail
Venice, FL 34293

LINDA CLOUTIER
1901 S. Tamiami Trail
Venice, FL 34293

ARTICLE VII

OFFICERS

A. 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 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 for a term of one (1) year or until their successors are elected and qualify in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held in the year 2003 and until their successors are duly elected and qualified, are as follows:

JACQUES CLOUTIER	President
GIANNA WHITE	Vice President and Secretary
LINDA CLOUTIER	Treasurer

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX

BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such Bylaws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by unanimous resolution of the Board of Directors or by a two-thirds (2/3) majority of all of the owners of Lots within Cedar Ridge of Venice. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all institutional lenders holding mortgages upon the Lots. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Lots within the property by the Declarant, no amendment shall make any changes which would in any way affect the rights, privileges, powers, or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint Directors pursuant to Article VI.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 1901 S. Tamiami Trail, Venice, Florida 34293, and the registered agent at such address shall be Jacques Cloutier. The corporation 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 XII

BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of said Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all Lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIII

SUBSCRIBER

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

JACQUES CLOUTIER
1901 S. Tamiami Trail
Venice, FL 34293

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel 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 XV

DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the aforementioned Declaration, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors.

B. 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:

(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.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Lots subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.

ARTICLE XIV

RESTATEMENT OF ARTICLES

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted by the Board of Directors. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Association's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the Office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board of Directors and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article X hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Association.

C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article X are complied with. In such event, the Articles of Incorporation shall be specifically designated as such.

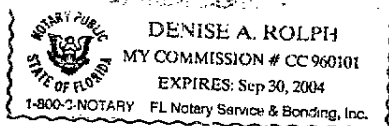
IN WITNESS WHEREOF, the aforesaid subscriber has hereunto set his hand and seal this 20 day of June, 2002.

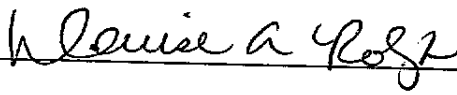

JACQUES CLOUTIER

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 20 day of June, 2002, before me, the undersigned authority, personally appeared JACQUES CLOUTIER, to me known to be the person described as the Incorporator of CEDAR RIDGE OF VENICE RESIDENTS ASSOCIATION, INC., and who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.


WITNESS my hand and official seal at Venice, Sarasota County, Florida on the date aforesaid.





(Typed, printed or stamped name
of Notary Public)

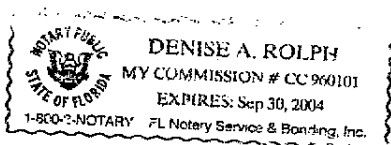
The undersigned hereby accepts the designation of Registered Agent of CEDAR RIDGE OF VENICE RESIDENTS ASSOCIATION, INC., as set forth in Article XI.


JACQUES CLOUTIER

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 20 day of June, 2002, before me, the undersigned authority, personally appeared JACQUES CLOUTIER, to me known to be the person described as the Registered Agent of CEDAR RIDGE OF VENICE RESIDENTS ASSOCIATION, INC., and who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Venice, Sarasota County, Florida on the date aforesaid.



Denise A Rolph

(Typed, printed or stamped name
of Notary Public)