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CUSTOMER: Ms. Monika Craig
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NAME: WHITNEY MEADOWS COMMUNITY
ASSOCIATION, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

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CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

WHITNEY MEADOWS COMMUNITY ASSOCIATION, INC.
(A Florida Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be: WHITNEY MEADOWS COMMUNITY ASSOCIATION, INC. hereinafter in these Articles referred to as the "Association."

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 ("Homesites") located within the Whitney Meadows Subdivision (the "Subdivision") that are or hereafter may be, subject to the terms of the Declaration of Restrictions for Whitney Meadows Community Association, Inc., to be recorded in the Public Records of Manatee County, Florida (referred to herein as the "Declaration of Restrictions").

B. To maintain all common areas and other areas for which the obligation to maintain and repair has been delegated to the Association.

C. To collect on behalf of the Association, all assessments levied by the Association against lots owned by members of this Association.

D. 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.

E. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the common areas, including, without limitation, buildings, structures, streets,

sidewalks, street lights and landscaping 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.

F. To carry out all of the duties and obligations assigned to it as an Association under the terms of the Declaration of Restriction.

G. 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:

1. 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 and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing 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 Homesites which are subject to assessment pursuant to the aforesaid Declaration of Restrictions for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create, at its election, 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 Homesite 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 of Restrictions.

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.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners of Homesites that are made subject to the provisions of said Declaration of Restrictions. Owners of such Homesites shall automatically become members upon acquisition of the fee simple title to their respective Homesites. The Association shall have two (2) classes of membership, Class "A" and Class "B". Class "A" members shall be those Members who have received title to a Homesite from Declarant (as defined in the Declaration of Restrictions) or Declarant's successors in interest. The Class "B" Member shall be the Declarant. Each such party is hereinafter sometimes referred to as a "Member".

The membership of any Member in the Association shall automatically terminate upon conveyance or other divestment of title to such Member's Homesite, except that nothing herein contained shall be construed as terminating the membership of any Member who may own two (2) or more Homesites so long as such Member owns at least one (1) Homesite.

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 Homesite which is the basis of such Member's 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 such party's name, address and Homesite number; provided, however, that any notice given to or vote accepted from the prior owner of such Homesite 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 Manatee County or make other inquiry to determine the status and correctness of the list of Members of the Association maintained by the Secretary 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 (1) vote for each Homesite in which the Member holds a fee simple ownership. When more than one (1) person holds such interest in any one Homesite, all such persons shall be Members and the vote attributable to such Homesite may be cast by any of such joint owners. In the event more than one (1) of the joint owners attempts to cast the vote to which their Homesite 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 of Restrictions 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 of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be determined as provided in the By-laws, but in no event shall there be less than three (3) or more than five (5) Directors.

B. All Directors shall be appointed by and shall serve as is provided in the By-laws.

C. All Directors who are not subject to appointment by Declarant shall be elected by majority vote of those Members other than Declarant present at a meeting at which a quorum of Members is present.

D. All Directors, whether appointed or elected, shall serve for terms in accordance with the provisions of the By-laws.

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:

<u>NAME</u>	<u>ADDRESS</u>
William W. Merrill, III	2033 Main Street, Suite 600 Sarasota, Florida 34237
Robert J. Medred	6320 Tower Lane Sarasota, Florida 34240

John A. Sellinger

438 Interstate Court
Sarasota, Florida 34240

ARTICLE VII

OFFICERS

1. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board shall deem appropriate from time to time as is provided in the By-laws. 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 in accordance with the procedure set forth in the By-laws.

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:

<u>NAME</u>	<u>OFFICE</u>
William W. Merrill, III	President
Robert J. Medred	Secretary and Treasurer
John A. Sellinger	Vice President

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 resolution of the Board of Directors. No amendment affecting the rights of Declarant shall be effective without the prior written consent of Declarant.

ARTICLE XI

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The principal office of said Corporation shall be located at 2033 Main Street, Suite 600, Sarasota, Florida 34237. The registered office of the corporation shall be located at 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the registered agent at such address shall be William W. Merrill, III. 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 the Declaration of Restrictions, as the same may be supplemented by the provisions of the Association's Articles and By-laws. 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 Homesites 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

SUBSCRIBERS

The names and street addresses of the subscribers of these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William W. Merrill, III	2033 Main Street, Suite 600 Sarasota, Florida 34237
Robert J. Medred	6320 Tower Lane Sarasota, Florida 34240

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify and hold harmless every officer, director, and committee member against any and all expenses, including counsel and paralegal fees, reasonably incurred by or imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or committee member. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be Members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or committee member, or former officer, director, or committee member may be entitled. The Association shall, as a common expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

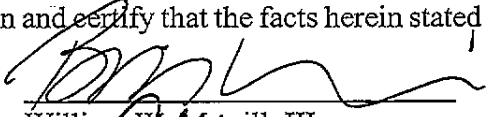
A. Upon expiration of the term of the Declaration of Restrictions, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the Members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes, or any statute of similar import then in effect.

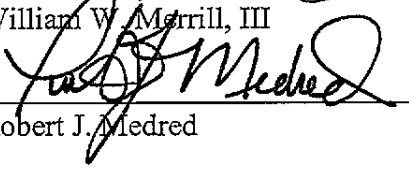
B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(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 Homesites subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.

IN WITNESS WHEREOF, we, the undersigned subscribers, have hereunto set our hands and seals this 17th day of September, 2002, for the purpose of forming this non-profit corporation under the laws of the state of Florida, and we hereby make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation and certify that the facts herein stated are true.

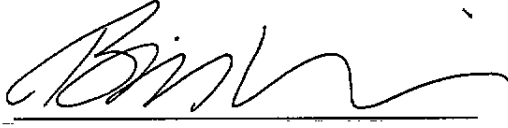

William W. Merrill, III


Robert J. Medred

"SUBSCRIBERS"

Having been named as Registered Agent and to accept service of process for WHITNEY MEADOWS COMMUNITY ASSOCIATION, INC. at the place designated in the Articles, I hereby 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 I am familiar with and accept the obligations of my position as Registered Agent.

September 17, 2002


William W. Merrill, III
Registered Agent

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