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Division of Corporations

GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.

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FLORIDA NON-PROFIT CORPORATION

Colonial Woods Homeowners' Association, Inc.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
COLONIAL WOODS
HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida of the age of majority, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation is COLONIAL WOODS HOMEOWNERS' ASSOCIATION, INC., hereafter sometimes called the "Association." The principal office and mailing address of this corporation shall be 800 S. Osprey Ave., Sarasota, Florida 34236.

ARTICLE II
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed specifically to promote the health, safety and general welfare of the residents within all or any portion of COLONIAL WOODS, a single-family subdivision lying and being in Manatee County, Florida, (hereinafter "COLONIAL WOODS"). The Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, Chapter 617.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor shall the Association engage in any other activity or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

ARTICLE III
Membership

Every person or legal entity who holds legal title of record to a present fee simple interest in any residential lot being a part of COLONIAL WOODS, including contract sellers but excluding persons holding title merely as security for performance of an obligation, shall be a member of this Association. A lot owner of more than one such lot shall have one membership for each such lot owned by him/her. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to assessment by the Association.

Caleb J. Grimes, Esquire/FL Bar #264636
Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941 748-0151 Fax 941 748-0158
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ARTICLE IV
Corporate Existence

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall exist perpetually.

ARTICLE V
Voting Rights

This Association shall have two (2) classes of voting membership. The voting rights of each class of membership shall be set forth, and be governed by the Bylaws of the Association.

ARTICLE VI
Board of Directors

The business affairs of this Association shall be managed by a Board of Directors. The method of election or appointment of the Board of Directors shall be set forth, and be governed by the Bylaws of the Association.

The names and addresses of the persons constituting the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Joseph E. Rocklein, III

800 S. Osprey Ave.
Sarasota, Florida 34236

Roland Yoder

800 S. Osprey Ave.
Sarasota, Florida 34236

Wayne Yoder

800 S. Osprey Ave.
Sarasota, Florida 34236

ARTICLE VII
Officers

This Association shall have the officers described in its Bylaws who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

ARTICLE VIII
Subscribers

The name and residence address of the subscriber to these Articles of Incorporation is as follows:

Caleb J. Grimes
1023 Manatee Ave. W.
Bradenton, Florida 34205

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ARTICLE IX
Initial Registered Office and Agent

The name of the initial registered agent and street address of the initial registered office of the Association is as follows:

Caleb J. Grimes
1023 Manatee Ave. W.
Bradenton, Florida 34205

ARTICLE X
Amendment to Articles

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

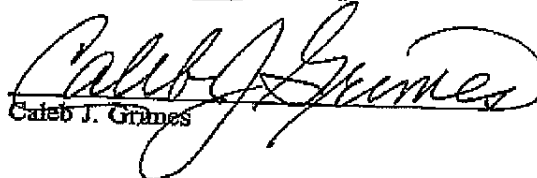
ARTICLE XI
Indemnity

The Association shall indemnify any person made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, pursuant to the provisions contained in the Bylaws of the corporation.

ARTICLE XII
Interpretation

Express reference is hereby made to the terms and provisions of the Declaration of Covenants, Condition, Easements and Restrictions of Colonial Woods, where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation this 18th day of September, 2002.


Caleb J. Grimes

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GRIMES, GOEBEL, ETAL

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STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 18th day of September
2002, by Caleb J. Grimes is ✓ personally known to me, or who has produced
 as identification, and who did not take an oath.

Dorenda D. Marvin

(Print Name)

My Commission Expires:



Dorenda D. Marvin
MY COMMISSION # DD029889 EXPIRES
June 17, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

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DESIGNATION AND ACKNOWLEDGMENT OF REGISTERED AGENT

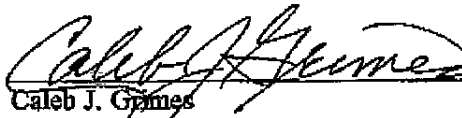
In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted:

That COLONIAL WOODS HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office being located at 800 S. Osprey Ave., Sarasota, Florida 34236, has named Caleb J. Grimes, with Registered Office at 1023 Manatee Ave. W., Bradenton, Florida 34205, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to such designation and agree to serve in compliance with all applicable Florida Statutes.

Dated this 18th day of September, 2002.


Caleb J. Grimes

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