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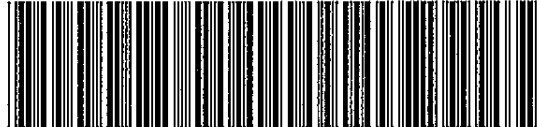
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 572694 4320888

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 78.75

ORDER DATE : April 16, 2004

ORDER TIME : 2:01 PM

ORDER NO. : 572694-005

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley
Livingston Patterson &
Strickland, P.a.
46 N. Washington Blvd.

Sarasota, FL 34236

DOMESTIC FILING

NAME: THE PRESERVE AT HERON LAKE
COMMUNITY ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
THE PRESERVE AT HERON LAKE
COMMUNITY ASSOCIATION, INC.

FILED
2004 APR 16 A 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapters 607 and 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. **Name.** The name of the corporation is The Preserve at Heron Lake Community Association, Inc. Hereinafter referred to as the "Association".

Article 2. **Mailing Address.** The principal office and mailing address for the corporation is:

3975 Berlin Dr.
Sarasota, Florida 34233

Article 3. **Duration.** The corporation will come into existence with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The duration of the corporation will be perpetual.

Article 4. **Definitions; Interpretations.** Unless a contrary intent is apparent, terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for The Preserve at Heron Lake ("the Declaration") to be recorded in the Public Records of Sarasota County, Florida, with respect to the property described therein being known as "The Preserve at Heron Lake". As used in these Articles of Incorporation and the Declaration the term "Declarant" and "Developer" shall be synonymous and shall refer to MP & WC, LLC., the developer of The Preserve at Heron Lake. In the event of a conflict between the terms and provisions of these Articles of Incorporation and the terms of the Declaration, the terms of the Declaration shall control.

Article 5. **Purpose.** The corporation is organized to establish an association of the Members of the Association. This organization shall have the following specific purposes:

1. To provide for maintenance of areas and structures as may be placed under the jurisdiction of this Association by means of the Declaration.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of this Association by means of the Declaration.

3. To promote the health, safety and welfare of the residents of The Preserve at Heron Lake development, subject to the Declaration.
4. To enforce the provisions of the Declaration, which the Association has the responsibility and/or authority to enforce.
5. The purpose of this Association will not include or permit pecuniary gain, or profit, nor distribution of its income to its Members, Officers or Directors.
6. To own and convey property, operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances, establish rules and regulations governing members' responsibilities; assess members and enforce said assessments; sue and be sued; contract for services, such as, to provide for operation and maintenance if it contemplates employing a maintenance company; require all the homeowners, Lot owners or property owners to be members; and take any other action necessary for the purposes for which it is organized.

Article 6. Powers and Duties. This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration. The association shall also have all of the powers and authority reasonably necessary and appropriate to carry out duties imposed upon it by the Declaration, including but not limited to the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration.
2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration, to 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 for governmental charges levied or imposed against the property of the Association.
3. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract improvements and to repair, remodel and demolish same, on any property that is owned or leased by the Association.

4. To borrow money, and with the consent of a majority of the votes of its members, mortgage, pledge, deed and trust, or hypothecate any or all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred.
5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or to annex additional property and common areas, provided that such mergers, consolidations or organizations shall have the consent of a majority of the votes of the Associations Members.
6. To make and amend reasonable regulations and Bylaws respecting the use of any property or facilities over which the Association may have control, jurisdiction for administrative responsibilities, and to provide the penalties for violation of any such regulation.
7. To contract for the maintenance of Association property and easements including but not limited to recreational facilities, if any, and/or any other areas and improvements as may be placed under the jurisdiction of this Association either by the Declaration or by resolution adopted by the Association's Board of Directors.
8. To employ such legal counsel, accountants and other agents or employees as may be deemed to be necessary for the protection and furtherance of the interest of the Association and of its Members and to carry out the purpose of the Association.
9. To attract substantial support from the contributions from the persons in the community in which it operates, but the Association has not been formed for pecuniary profit or financial gain.
10. The Association shall not distribute any part of its income to its Members, directors, officers or other private persons, except that the Association may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 5 hereof.

Article 7. Members. The Bylaws and these Articles of Incorporation shall regulate the qualification for and manner of admission of members.

1. Members.

(a) Owner Members. The Owner of each Lot in the subdivision shall be an Owner Member of the Association. Such memberships shall be initially established upon the recording of these Articles and the

Declaration or similar document for such portion of the Property in the public records of Sarasota County, Florida.

(b) Declarant. In addition, Declarant shall be a member of the Association so long as Declarant (or any of its members) owns, leases or subleases any portion of the Property it intends to be subjected to the terms of the Declaration, or holds a mortgage encumbering any portion of the Property.

2. Transfer of Membership.

Transfer of membership in the Association shall be established by the recording in the public records of Sarasota County, Florida, of a deed or other instrument of conveyance of record title to the Lot for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming an Owner Member(s), and the membership of the prior Owner Member thereby being terminated. In the event of death of an Owner Member, the Owner's membership shall be automatically transferred to the Owner's heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the Lot being transferred, and it shall be the responsibility and obligation of the former and new Owner of the Lot being transferred to provide such true copy of said instrument to the Association.

3. 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 Lot associated with the membership of a Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such Lot.

Article 8. Voting Rights. This Association shall have two (2) classes of voting memberships:

1. Class A. Class A Members shall be all of those Members as set forth in Article 7 with the exception of the Declarant (or its members), as subsequently identified. The number of Class A Member's votes shall be equal to the total of Lots actually within the property, from time to time, less the number of Lots owned, leased or subleased by Declarant (or any of its members) until Declarant has converted its Class B membership to Class A membership; and thereafter the total number of Class A member's votes shall be equal to the total number of Lots actually within the property from time to time. Each Class A Member shall be entitled to one vote for each such Class A Member owns. When more than one (1) person holds an interest in any Lot all such persons shall be Owner Members, and the vote for such Owner Members shall be exercised as they determine, but in no

event shall more than one vote per Lot be cast. The Bylaws may establish procedures for voting when title to any Lot is held in the name of a corporation or more than one person or entity.

2. **Class B.** There shall be one (1) Class B Member, the Declarant. The Class b Member shall have three (3) votes for each Class A Member vote in the affairs of the Association. At such time as Declarant's Class B membership converts to a Class A membership, Declarant shall receive one (1) vote for each Lot owned by Declarant (or any of its members).

Declarant shall have the full right and authority to manage the affairs and exclusive right to appoint the directors of the Association (who need not be Owners) until the following shall occur:

- A. When seventy percent (70%) or more of the Lots that are intended to be developed within The Preserve at Heron Lake community are conveyed to Owners other than Declarant (or any of its members), such Owner Members shall be entitled to elect one (1) member of the Board of Directors.
- B. Members other than the Declarant will be allowed to elect a majority of the members of the Board of Directors and control the Association three (3) months after Declarant (or any of its members) has sold ninety percent (90%) of the Lots that will ultimately be developed as part of The Preserve at Heron Lake community.
- C. Declarant shall be entitled to appoint at least one (1) member of the Board of Directors as long as a Declarant holds for sale in the ordinary course of business at least five percent (5%) of the parcels in all phases of the community.

Upon Declarant no longer being entitled to appoint a member to the Board of Directors, the Class B membership shall also cease and convert to Class A membership at such time.

Article 9. Election of Directors The affairs of the Association shall be managed by a Board of Directors who need to be members of the Association after Declarant is no longer entitled to appoint one of the Board of Directors (or the person designated to vote for the member if the member is an entity). The Board of Directors shall consist of three (3) Directors. The number of Directors may be increased as set forth in the Bylaws but shall never be less than (3) Directors and shall never be more than five (5) and shall always be an odd number. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

Name

Address

1. Fred Chamberlain 3975 Berlin Dr.
Sarasota, Florida 34233
2. Steve Gaston 9415 Town Center Parkway
Bradenton, Florida 34202
3. Derek Nelson 9415 Town Center Parkway
Bradenton, Florida 34202

Unless law makes contrary provisions, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected and installed. Except for Directors appointed by Declarant, there shall be at each annual meeting of the Association an election of Directors. Directors may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the Members or of the Board of Directors of the Association may be held within or without the State of Florida.

Article 10. Officers. The officers designated herein shall administer the affairs of this Association. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The names and Addresses of the officers who shall serve until the Board of Directors designates their successors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President, Treasurer	Fred Chamberlain	3975 Berlin Dr. Sarasota, Florida 34233
Vice President	Derek Nelson	9415 Town Center Parkway Bradenton, Florida 34202
Secretary	Steve Gaston	9415 Town Center Parkway Bradenton, Florida 34202

Article 11. Dissolution. This Association may be dissolved with the assent given in writing and signed by the affirmative vote of not less than ninety-five percent (95%) of votes of the Members of the Association; provided however, so long as Declarant (or either of its members) owns any Lot within The PRESERVE AT HERON LAKE community or any portion of the Property, or holds a mortgage on any portion of the Property, the Association shall not be dissolved without Declarant's prior written

consent. Upon the dissolution of this Association, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar nonprofit corporation. Any assets not so dispensed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Association is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated for similar purposes.

Article 12 Subscribers The name and residence address of the subscribing incorporator to the Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Fred Chamberlain	3975 Berlin Dr. Sarasota, Florida 34233

Article 13 Initial Registered Office and Agent. The Street address of the initial Registered Office of the Association is 3975 Berlin Dr., Sarasota, Florida 34233 and the name of the initial Registered Agent at that address is Fred Chamberlain.

Article 14 Bylaws. The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors or the Members in the manner provided by the Bylaws.

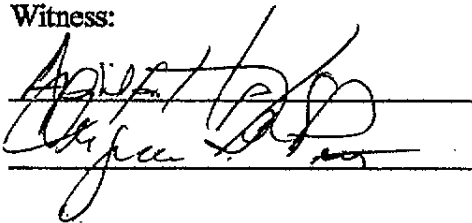
Article 15. Amendments. Amendments to these Articles may be made and adopted as follows:


1. If the amendment is to be adopted by the Members:
 - (a) A notice of the proposed amendment shall be included in the notice of the Member's meeting, which shall consider the amendment. The meeting may be the annual meeting or a special meeting.
 - (b) There is an affirmative vote of two-thirds (2/3) of the membership votes entitled to be cast, or
 - (c) No amendment by the Members shall make changes which would in any way affect any of the rights, privileges, power or options provided in favor of, or reserved to, Declarant, unless Declarant joins in the execution of the amendment.
2. So long as Declarant appoints a majority of the Directors of the Association, Declarant shall be entitled to unilaterally amend these Articles and the Bylaws.

Article 16. Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part 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 guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall only apply when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be to the fullest extent permitted by law and shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 15th day of April, 2003. 4

Witness:

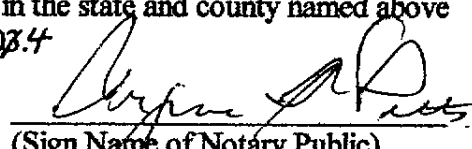




Fred Chamberlain,
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the state and county above named, personally appeared Fred Chamberlain, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal in the state and county named above on April 15th, 2003. 4


(Sign Name of Notary Public)

 Virginia T. Pitts
MY COMMISSION # DD154067 EXPIRES
October 24, 2006
(Name printed, typed or stamped)
Notary Public - State of Florida

My Commission Expires _____
Commission Number _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
THE PRESERVE AT HERON LAKE COMMUNITY ASSOCIATION< INC>
which is contained in the foregoing Articles of Incorporation, and agrees to
comply with the provisions of all statutes relative to the proper and complete
performance of his duties, and accepts the duties and obligations of Section
617.0501, Florida Statutes.

DATED this 15th day of April, 2003.⁴


FRED CHAMBERLAIN
Registered Agent

FILED
2004 APR 16 A 9 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA