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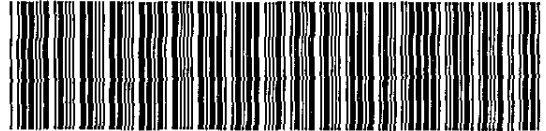
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 404178 81442A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 78.75

ORDER DATE : June 2, 2005

ORDER TIME : 11:30 AM

ORDER NO. : 404178-005

CUSTOMER NO: 81442A

CUSTOMER: Ms. Nikki Himebaugh
Charles H. Ball, P.a.

1444 First Street

Sarasota, FL 34236

DOMESTIC FILING

NAME: ASANTE TOWNVILLAS AT GOODRICH,
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: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
ASANTE TOWNVILLAS AT GOODRICH, INC.
(A 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 a corporation 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:

ASANTE TOWNVILLAS AT GOODRICH, INC.

hereinafter in these Articles referred to as the "Association." The mailing address of the Association shall be: 1751 B DR. MARTIN LUTHER KING JR. WAY. SARASOTA, FLORIDA 34234.

**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 Parcels located within Asante TownVillas at Goodrich, Inc., a subdivision in Sarasota county, Florida (the "Subdivision"), being developed by Greater Sarasota DreamBuilders, Inc., a Florida corporation ("Developer").

B. To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Covenants for "Asante TownVillas at Goodrich, Inc." (the "Covenants"), which is to be recorded in the Public Records of Sarasota County, Florida.

C. 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 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 other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any 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 Parcels which are subject to assessment pursuant to the Covenants for the purpose of defraying the expense 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 provided, reserves may be waived for any year upon majority vote of the Board of Directors or the members.

C. To place liens against any Parcel 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 Associations' 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 Covenants.

J. To operate any storm water management and discharge facility serving the Subdivision.

K.. 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. Provided, however, that it shall take a sixty percent (60%) vote of all members to authorize the filing of any litigation

brought on behalf of the Association other than suits to enforce collection or lien rights for assessments or payables.

ARTICLE IV MEMBERS

The members of this Association shall consist of all owners of Parcels in the Subdivision and one designated voting member selected by agreement of all Parcel Owners. Owners of such Parcels shall automatically become members upon acquisition of the fee simple title to their respective Parcels.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Parcels, so long as such member owns at least one Parcel. The membership of a designated voting member shall terminate upon agreement of the owner member or upon transfer of a Parcel at which time the owner member shall select a designated voting member.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel which is the basis of his membership in the Association. The designated voting member shall not have any ownership interest in the assets of the Association.

ARTICLE V VOTING

Each Parcel in the Subdivision shall be entitled to one vote in all Association matters submitted to the membership and the owner of the Parcel shall be entitled to cast the vote in his discretion. In the event of a tie vote, and only in such an event, the designated voting member shall cast the deciding vote.

ARTICLE VI BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three 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 or more than nine Directors. The Directors need not be members of the Association or residents of the State of Florida.

B. All Directors shall be appointed by and shall serve at the pleasure of Developer until the turnover meeting of members. Commencing with the "turnover" meeting, all Directors shall be elected by the members. As used herein, the "turnover" meeting shall occur three months after one hundred percent (100%) of the Parcels in the subdivision have been conveyed to members other than Developer and a certificate of occupancy has been issued for improvements

constructed on the said Parcels, or, if earlier, the date on which Developer voluntarily relinquishes its right to appoint a majority of the Board of Directors.

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

D. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. Commencing with the first annual meeting that either follows or constitutes the "turnover" meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes, shall serve two-year terms and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board such directors shall be elected, in the manner set forth above, for one or two year terms as may be appropriate to make even or as nearly as even as possible the number of Directors serving one and two-year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified or until his earlier resignation, removal, or death.

E. 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 Developer, in Developer's sole discretion.

F. The names and addresses of the persons constituting the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TRACI HILL FEMISTER	7208 MELALEUCA WAY, SARASOTA, FL 34242
WILLIAM R. HILL	7208 MELALEUCA WAY, SARASOTA, FL 34242
CATHERINE A. RICH	7208 MELALEUCA WAY, SARASOTA, FL 34242

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 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 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 year in accordance with the procedure set forth in the By-Laws.

B. The name of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>
WILLIAM R. HILL	PRESIDENT
TRACI HILL FEMISTER	VICE-PRESIDENT
CATHERINE A. RICH	SECRETARY/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 the affirmative vote of the holders of more than one-half of the total votes of the Association membership. No amendment however, altering the number of votes attributable to any Parcel pursuant to Article V hereof shall be effective without the prior written consent of the owner of such Parcel. Moreover, no amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.

ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be: 1751 - B DR. MARTIN LUTHER KING JR. WAY, SARASOTA, FLORIDA 34234, and the registered agent at such address shall be: **CATHERINE A RICH**.

The Association 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 Covenants, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. According, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all Parcels 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 address of the Association's principal office and the subscriber of these Articles is as follows: WILLIAM R. HILL - 1751 - B DR. MARTIN LUTHER KING JR. WAY, SARASOTA, FLORIDA 34234.

ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association 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 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 Covenants, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association membership and upon compliance with any applicable laws 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:

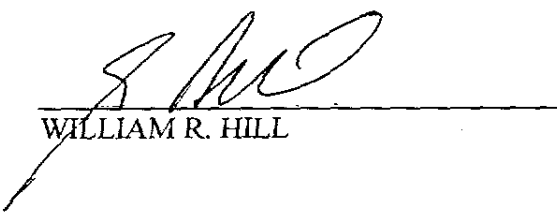
(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) Except as may be otherwise provided by the terms of the Covenants, all remaining assets or the proceeds from the sale of such assets shall be apportioned among the Parcels in the Subdivision pro-rata to the number of votes attributable to such Parcels pursuant to **Article V** hereof, and the share of each shall be distributed to the then owners hereof.

**ARTICLE XVI
BINDING EFFECT**

The provisions hereof shall bind and inure to the benefit of the Members and Developer and their respective successors and assigns.

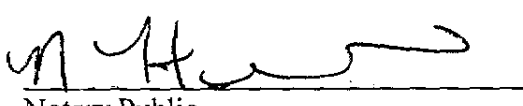
IN WITNESS WHEREOF, the above-named subscribed has hereunto set his hand and seal this 1st day of June, 2005.



WILLIAM R. HILL

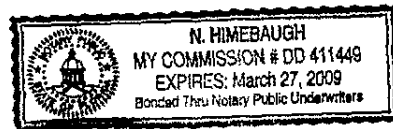
**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 1st day of June, 2005, by WILLIAM R. HILL, who is personally known to me or who has produced Florida Driver's License as identification and who did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Notary Public
State of Florida at Large
My Commission Expires:

(Notary Seal)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of the foregoing corporation.



CATHERINE A. RICH

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STATE
FLORIDA