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FLORIDA NON-PROFIT CORPORATION

Villages of Tuscany Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
FOR
VILLAGES OF TUSCANY HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned who is of full age, does hereby certify:

ARTICLE I

The name of the corporation is Villages of Tuscany Homeowners Association, Inc.

The office of the association is located at 9301 Old Kings Road South, Jacksonville, FL 32257.

The name and address of the Registered Agent is: C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

The terms used in these Articles shall have the definitions as provided in the Declaration of Covenants, Conditions and Restrictions for Villages of Tuscany (the "Declaration").

ARTICLE II
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Areas within that certain tract of property located in St. John's County, Florida, pursuant to the provisions of the Declaration, and to promote the betterment of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property, to be recorded in the Public Records of St. John's County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;

B. Own, operate, maintain repair and where necessary improve the Common Areas, including but not limited to, all water management facilities existing, from time to time on the Properties, which water management facilities shall include all lakes, ponds, drainage retention areas, swales and artificial and natural structures which are incorporated into the water management system, whether owned by the Association or by a member, and all easements reserved for drainage related purposes. Provided, however, that the Association shall only be responsible for water management facilities which solely serve the Community.

C. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

D. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

E. Borrow money, and with the consent of two-thirds (2/3) of the members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

H. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Owners of the Property.

I. Enter into contracts for operational and maintenance services for the Common Areas and the management of the Association

ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a Lot in the Villages of Tuscany, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of Lot which is subject to assessment by the Association. Change of membership shall be established by recording in the Public Records of St. John's County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his fee simple interest in a Lot.

ARTICLE IV
VOTING RIGHTS

The Association shall have two (2) classes of voting memberships:

1. Class A. Class A members shall be all of those owners of a Lot subject to the Declaration. Each Class A Member shall have one (1) vote for each Lot owned by such Class A Member.

2. Class B. There shall be one (1) Class B member, the Declarant, Toll Jacksonville Limited Partnership, a Florida limited partnership, or its assigns. The Class B member shall have three (3) votes for each Lot it owns or controls.

The By-Laws may establish procedures for voting when title to a unit is held in the name of a corporation or more than one (1) person or entity.

The Class B membership shall terminate upon the earlier of:

(1) two (2) years after termination of the Class "B" Control Period pursuant to Section 3.3 of the Bylaws; or

(2) when, in its discretion, the Declarant so determines and declares in a recorded instrument.

Upon termination of the Class B membership, Declarant shall be a Class A Member entitled to Class A votes for each Lot which it owns.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) members who shall be appointed by the Declarant. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Don Jensen	9301 Old Kings Road South Jacksonville, FL 32257
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Bobby Sturgeon	9301 Old Kings Road South Jacksonville, FL 32257
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Mike Talkington	9301 Old Kings Road South Jacksonville, FL 32257
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Until turnover of control of the Association to Members other than the Declarant, all Directors shall be appointed by the Declarant. After turnover of control of the Association, the Board shall consist of at least three members, who shall be elected by the members in the manner determined by the By-Laws.

ARTICLE VI INDEMNIFICATION

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE VII DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, then the Surface Water Management System shall be dedicated to a similar non-profit corporation.

ARTICLE VIII AMENDMENTS

Subject to the rights of Declarant as provided in the By-Laws of the Corporation, amendments of these Articles shall require the consent of two-thirds (2/3) of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration. Amendments to the By-Laws may be made at a regular or special meeting of the members or by a vote of a majority of a quorum of the voting representatives present in person.

ARTICLE IX
NOT-FOR-PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers.

ARTICLE X
BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE XI
OFFICERS

There shall be a President, Vice-President and Secretary/Treasurer of the Corporation. The initial officers of the corporation are as follows:

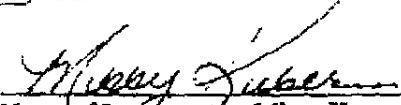
PRESIDENT:	Don Jensen
VICE-PRESIDENT:	Bobby Sturgeon
SECRETARY/TREASURER:	Mike Talkington

ARTICLE XII
INCORPORATORS

The name and address of the incorporator is:

Missy Kuser	Toll Brothers, Inc. 250 Gibraltar Road Horsham, PA 19044
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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 16th day of November, 2005.


Name of Incorporator: Missy Kuser

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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