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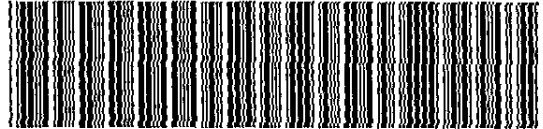
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PAVESE LAW FIRM

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December 13, 2005

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Heritage Lakes Community Association, Inc.

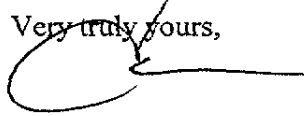
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$78.75, said check allocated as follows:

\$35.00 - filing fee
\$35.00 - registered agent fee
\$ 8.75 - certified copy

Please certify and return one copy of the Articles of Incorporation. Thank you for your cooperation in this matter.

Very truly yours,


Christopher J. Shields

CJS/bmr
Enclosures
cc: BJ Fallowfield

FILED

ARTICLES OF INCORPORATION 05 DEC 16 PM 1:55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HERITAGE LAKES COMMUNITY ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Christopher J. Shields, Esq., 1833 Hendry Street, Ft. Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

ARTICLE I

The name of this corporation is HERITAGE LAKES COMMUNITY ASSOCIATION, INC., a not for profit corporation (the "Community Association").

ARTICLE I-A

The Effective Date of these Articles of Incorporation for HERITAGE LAKES COMMUNITY ASSOCIATION, INC. shall be January 1, 2006.

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapters 617 and 720 of the Florida Statutes. The Community Association is organized for the purpose of providing an entity for the operation of a residential planned development, located in DeSoto County, Florida.

The Community Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Community Association shall be distributed or inure to the private benefit of any member, Director or officer of the Community Association. For the accomplishment of its purposes, the Community Association shall have all of the common law and statutory powers and duties of a Community Association not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions or the By-Laws of this Community Association, and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

(A) To levy and collect assessments against all Members of the Community Association to defray the costs, expenses and losses of the Community Association, and to use the proceeds of assessments in the exercise of its power and duties.

- (B) To own, lease, maintain, repair, replace or operate the Common Areas.
- (C) To purchase insurance upon the Common Areas for the protection of the Community Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Common Areas.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Community Association.
- (F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Community Association.
- (G) To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Community Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Community Association.
- (H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.
- (I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation or other use or benefit to the members.
- (J) To borrow or raise money for any purposes of the Community Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation.
- (K) To be responsible in perpetuity for maintenance of the conservation areas, i.e., all preserved, restored, or created wetlands areas and uplands buffer zones; and to take action against owners, if necessary, to enforce the conditions of the conservation easements and permit issued by the Southwest Florida Water Management District for the Community.

(L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the Southwest Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

Except as provided herein and in the Community Declaration, all funds and title to all property acquired by the Community Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

ARTICLE III

The Community Association shall have perpetual existence.

ARTICLE IV


The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the Declaration and/or the By-Laws of the Community Association. Each and every owner of a lot or living unit in this subdivision shall be a member of this Association.

ARTICLE V

The street address of the initial principal office of this Community Association is 551 N. Cattleman Road, #202, Sarasota, Florida 34232. The name of the initial registered agent of this Community Association is Christopher J. Shields, and the address of the initial registered office is 1833 Hendry Street, Fort Myers, Florida 33901.

Having been named to accept service of process for HERITAGE LAKES COMMUNITY ASSOCIATION, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED By: _____


Christopher J. Shields

ARTICLE VI

The number of Directors shall initially consist of three (3) but may be increased pursuant to the By-Laws, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Community Association.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the Community Association shall hold office for the first year of existence of this Community Association or until his or her successor is elected and has qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
John Sellinger, President/Director	551 N. Cattleman Road, #202 Sarasota, Florida 34232
Andrea Daniele, Vice President/Director	551 N. Cattleman Road, #202 Sarasota, Florida 34232
Robyn Fischer , Secretary/Treasurer/Director	551 N. Cattleman Road, #202 Sarasota, Florida 34232

ARTICLE VIII

The Community Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Community Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation is:

Christopher J. Shields
1833 Hendry Street
Fort Myers, Florida 33901

ARTICLE X

By-Laws of the Community Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XII

The Community Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Community Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Community Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Community Association, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

To the fullest extent permitted by Florida law, the Community Association shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys 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 Community Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest of the Community Association, in a proceeding by or in the right of the Community Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongfully conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Community Association.

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

WHEREFORE the incorporator has caused these Articles of Incorporation to be executed this _____ day of _____, 2005, and to be effective as of the 1st day of January, 2006.



Christopher J. Shields

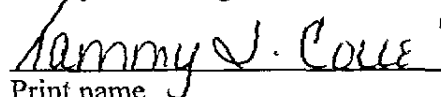
STATE OF FLORIDA

COUNTY OF Lee

The foregoing instrument was acknowledged before me this 13th day of December, 2005, by Christopher J. Shields. He is personally known to me.



Notary Public Signature



Print name

Notarial Seal



Tammy J. Colle
My Commission DD291309
Expires September 24, 2006

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