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**FLORIDA NON-PROFIT CORPORATION**

**GAMBLE OAKS HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
GAMBLE OAKS HOMEOWNERS ASSOCIATION, INC.  
(A Not-For-Profit Corporation)**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida pursuant to Chapter 617 Florida Statutes, hereby adopts the following articles of incorporation ("Articles").

**ARTICLE I  
NAME**

The name of the corporation shall be GAMBLE OAKS HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). Its principal office shall be at 707 Washington Blvd. South, Sarasota Florida 34236 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II  
PURPOSE**

The Association is organized for the purpose of providing an entity under Chapter 720, Florida Statutes, Homeowner's Associations, as it exists on the date hereof (the "Act"), for the operation of that certain residential community located in Manatee County, Florida, and known as GAMBLE OAKS (the "Community" or "Subdivision").

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definition and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions ("Declaration"), to be recorded in the Public Records of Manatee County, Florida, or in the Act, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
POWERS**

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

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- A. The power to levy and collect Assessments as set forth in the Declaration.
- B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Association, including without limitation costs and expenses of maintenance and operation of the Common Property.
- C. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Property.
- D. The power to employ the personnel required for the operation and management of the Association and the Common Property.
- E. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements as set forth in the Declaration.
- F. Subject to applicable laws, ordinances and governmental regulation, the power to control and regulate the use of the Common Property.
- G. The power to enforce by any legal means the provisions of these Articles, the By-Laws adopted by the Board of Directors of the Association ("By-Laws") and the Declaration.
- H. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.
- I. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair, monitoring and upkeep of the Common Property or the operation of the Association. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee. The power to delegate to the management agent, all of the powers and duties of the Association, except those matters which must be specifically approved by Members or the Board of Directors, as provided by the Declaration, these Articles of Incorporation, the By-Laws or applicable law.
- J. The power to appoint committees as the Board of Directors may deem appropriate.
- K. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members in violation of the provisions of the Declaration, these Articles of Incorporation and the By-Laws.
- L. Subject to the terms of the Declaration, the power to bring suit and to litigate on behalf of the Association.

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M. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

N. The power to operate and maintain the Surface Water Management System, as such term as defined in the Declaration.

O. The power to posses, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

The Association shall exist in perpetuity (subject to the rights of the members thereof to dissolve the same, as more specifically provided by the Declaration, these Articles and/or the By-Laws); provided, however, in the event of any such dissolution, all of the members of the Association shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System, in accordance with the requirements of the applicable Environmental Resource Permit issued by the Southwest Florida Water Management District ("SWFWMD"), unless and until an alternate entity acceptable to SWFWMD assumes responsibility.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

#### ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Association.

#### ARTICLE VII VOTING RIGHTS

The Members shall have the right to vote on Association matters as provided in the Declaration and By-Laws.

ARTICLE VIII  
LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be liable for the debts of the Association.

ARTICLE IX  
BOARD OF DIRECTORS

Section 1. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. During Developer control, Directors need not be members of the Association; however, upon turnover, as defined below, Directors shall be required to be members of the Association. Members other than GAMBLE OAKS, LLC, a Florida limited company, its successors or assigns (the "Developer") are entitled to elect a majority of the Board of Directors of the Association three (3) months after ninety per cent (90%) of the Lots in all phases of the subdivision have been conveyed to members.

As used in herein, the term "Members other than the Developer" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale.

Developer shall have the right to elect a majority of the Board until the first occurrence of any of the above events. Developer is entitled to elect at least one (1) Director as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Subdivision. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer owned Lots in the same manner as any other Members except for purposes of reacquiring control of the Association or selecting the majority members of the Board. The right reserved herein to Developer to elect and maintain Directors may be assigned to and exercised by its successor(s) in interest.

Section 2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

Section 3. Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 4. Term of Developer's Directors. The Developer of the Subdivision shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

Section 5. First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ed Buchanan	c/o 707 Washington Blvd. South Sarasota, Florida 34236
Geoff Nash	c/o 707 Washington Blvd. South Sarasota, Florida 34236
John E. Tosch	c/o 707 Washington Blvd. South Sarasota, Florida 34236

ARTICLE X  
BY-LAWS

The By-Laws may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Declaration.

ARTICLE XI  
CONSTRUCTION

These Articles of Incorporation and the By-Laws shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles or the By-Laws, the following order of priority shall apply: the Declaration, these Articles and the By-Laws.

ARTICLE XII  
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GAMBLE OAKS, LLC, a Florida limited liability company	707 Washington Blvd. South Sarasota, Florida 34236

ARTICLE XIII  
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the

removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ed Buchanan, President/Director	c/o 707 Washington Blvd. South Sarasota, Florida 34236
Geoff Nash, Director	c/o 707 Washington Blvd. South Sarasota, Florida 34236
John E. Tosch, Director	c/o 707 Washington Blvd. South Sarasota, Florida 34236

#### ARTICLE XIV AMENDMENT

Amendments to these Articles may be made and adopted upon 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 Members' 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, and
  - (c) No amendment by the Members shall make any changes which would in any way affect any of the rights, privileges, power or options herein 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 XV 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

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indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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 XVI**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Robert E. Messick, Esquire, and the street address of the initial registered office of the Association shall be Icard, Merrill, Cullis, Tumm, Furen & Ginsburg, PA, 2033 Main Street, Suite 600, Sarasota, Florida 34237.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of December, 2005.

**INCORPORATOR:**

GAMBLE OAKS, LLC  
a Florida limited liability

By: 

John E. Tosch, Esq.  
707 South Washington Blvd.  
Sarasota, FL 34236

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

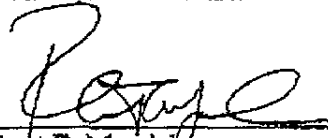
In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, the corporation named in the said Articles has named Robert E. Messick, Esquire, whose address is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A, 2033 Main Street, Suite 600, Sarasota, Florida 34237.

Having been named the statutory registered agent of said corporation, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Dated this 21<sup>st</sup> day of December, 2005.

REGISTERED AGENT:

  
Robert E. Messick  
2033 Main St., Suite 600  
Sarasota, FL 34238

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