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FLORIDA PROFIT/NON PROFIT CORPORATION
TOWN CENTER AT UNIVERSITY GROVES MASTER
ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
TOWN CENTER AT UNIVERSITY GROVES MASTER ASSOCIATION, INC.
(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes:

ARTICLE I
NAME

The name of the corporation shall be TOWN CENTER AT UNIVERSITY GROVES MASTER ASSOCIATION, INC. (hereinafter referred to as the "Master Association"). Its principal office shall be at 3301 Whitfield Avenue, Sarasota, Florida 34243, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II
NOT-FOR-PROFIT CORPORATION

The Master Association is a not-for-profit corporation.

ARTICLE III
DURATION

The period of duration of the Master Association is perpetual. Existence of the Master Association shall commence with the filing of these Articles with the Secretary of State.

ARTICLE IV
PURPOSE

The purpose for which the Master Association is organized is to provide for an entity for the operation, management and administration of the master association of a project known as TOWN CENTER AT UNIVERSITY GROVES, located in Manatee County, Florida. The powers of the Master Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Master 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 that certain MASTER DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS FOR TOWN CENTER AT UNIVERSITY GROVES to be recorded in the Public Records of Manatee County, Florida, as the same may be amended from time to time (the "Declaration").

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

- 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 Master Association, including without limitation costs and expenses of maintenance and operation of the Common Property as set forth in the Declaration.
- 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 Master 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 and the Declaration.
- H. The power to borrow money and to select depositories for the Master 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 Master Association. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Master Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.
- J. The power to appoint committees as the Board of Directors may deem appropriate.

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K. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from violations 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 Master Association.

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

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

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

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

ARTICLE V
QUALIFICATIONS OF MEMBERSHIP

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

ARTICLE VI
VOTING RIGHTS

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

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ARTICLE VII
LIABILITY FOR DEBTS

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

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Master Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Master Association are:

<u>Name</u>	<u>Address</u>
Howard B. Camp	3301 Whitfield Avenue Sarasota, Florida 34243
Lemuel Sharp, III	3301 Whitfield Avenue Sarasota, Florida 34243
Michael Hric	1800 Second Street, Suite 920 Sarasota, Florida 34236

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Master Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Master Association and will have the authority to control the affairs of the Master Association, as are more fully set forth in the Declaration and the By-Laws of the Master Association.

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Master Association.

ARTICLE IX
BY-LAWS

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

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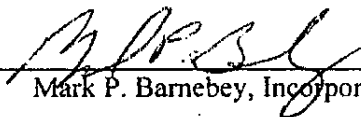
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ARTICLE XV
INDEMNIFICATION

Every director, officer and committee member of the Association shall be indemnified and held harmless 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 such party may be a part or in which he may become involved by reason of his being or having been a director, officer or committee member of the Association, whether or not such party is a director, officer or committee member at the time such expenses are incurred, except when the director, officer or committee member is guilty or willful misfeasance of malfeasance in the performance of their duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The officers, directors and committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such officer, director and committee member free and harmless against any and all liability to others on account of any such contract or commitment. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of SEPTEMBER, 2013.

By: 
Mark P. Barnebey, Incorporator

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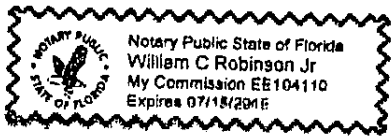
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STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority personally appeared, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 23rd day of December, 2013.

(*Print Name of Notary Public) William C. Robinson Jr.
Notary Public - State of Florida
My Commission Expires: 7/15/15
My Commission Number: EE104110



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

FIRST--THAT TOWN CENTER AT UNIVERSITY GROVES MASTER ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3301 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243.

SECOND—MARK P. BARNEBEY, C/O 802 11TH STREET WEST, BRADENTON, FLORIDA 34205, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE :

Mark P. Barnebey
Mark P. Barnebey, Incorporator

DATE:

SEPTEMBER 23, 2013

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE:

Mark P. Barnebey
Mark P. Barnebey

DATE:

SEPTEMBER 23, 2013

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