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BASIC AMENDMENT

THE OAKS PRESERVE MANAGEMENT ASSOCIATION, INC.

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December 1, 1998

THE OAKS PRESERVE MANAGEMENT ASSOCIATION, INC.
P.O. BOX 9364

*****JULIE*****
LONGBOAT KEY, FL 34228

SUBJECT: THE OAKS PRESERVE MANAGEMENT ASSOCIATION, INC.
REF: N31089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE OAKS PRESERVE MANAGEMENT ASSOCIATION, 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 Corporations 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.,

The Name of the Corporation is The Oaks Preserve Management Association, Inc.

Additions to the Articles of Incorporation are bold and underlined and deletions are stricken through.

Members are not entitled to vote on the amendments to the Articles of Incorporation.

The Board of Directors adopted these Amended and Restated Articles of Incorporation on Nov. 12, 1998 at a Special Meeting duly noticed and held.

ARTICLE I

NAME OF CORPORATION

The Name name of the Corporation corporation shall be:

THE OAKS PRESERVE MANAGEMENT ASSOCIATION, INC.
hereinafter in these Articles referred to as the "Association".

Marc I. Spencer, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Boulevard #600
West Palm Beach, Florida 33401
(561) 471-7767 (561) 471-7974 (Facsimile)
Florida Bar No.: 0508950

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ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are:

A. To accept and hold title to, and to maintain, manage and administer the use of, the common areas of that certain property to be known as "The Oaks Preserve", being that property designated as "Oaks Multi-Family" on the Plat of the Oaks, as recorded in Plat Book 28, Page 48, Public Records of Sarasota County, Florida, and as described in that certain document entitled "The Oaks Preserve" Amended and Restated Master Covenants "for The Oaks Preserve" (the "Master Covenants"), which is to be recorded in the Public Records of Sarasota County, Florida.

B. To manage, operate, maintain and control the usage of all land and water areas and improvements intended for the common usage of all owners of land in The Oaks Preserve, including, without limitation, such private roads, sidewalks, pedestrian, bicycle and other pathways, lakes, ponds, waterways, parks, landscaping, conservation areas and other similar common areas (and the improvements thereon) as may be set aside by the developer of The Oaks Preserve and made available from time to time to the Association for the common use and benefit of all owners in The Oaks Preserve which areas are herein collectively referred to as "The Commons" or ~~"common areas"~~ "Common Areas".

C. To take such action as may be deemed appropriate to promote the health, safety and social welfare of the owners of property within The Oaks Preserve.

D. To provide, purchase, acquire, replace, improve, maintain and/or repair all improvements of the ~~common areas~~ Common Areas, including, without limitation, buildings, structures, streets, sidewalks, street lighting, landscaping, equipment, furniture and furnishings, both real and personal, related to the promotion of the health, safety and social welfare of the owners of property in The Oaks Preserve as the Board of Directors in its discretion may determine necessary and appropriate.

E. To furnish or otherwise provide for private security, fire protection and such other services as the Board of Directors in its discretion determines necessary or appropriate, and to provide the capital improvements and equipment related thereto.

F. To undertake and carry out all of the duties and obligations which may be assigned to it as the master property owners association under the terms and provisions of the Master Covenants or any declarations of restrictions or deed restrictions applicable to subdivided portions of The Oaks Preserve.

~~G. To operate without profit and for the sole and exclusive benefit of owners of property in The Oaks Preserve.~~

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ARTICLE III GENERAL POWERS

The general powers that the Association shall have, all of which may be exercised by the Board of Directors are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any real or personal property related to the ~~purposes~~ purchase 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 the assessable property Assessable Property in The Oaks Preserve pursuant to the Master Covenants for the purpose of defraying the expenses 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.

C. To enter into agreements with ~~condominium associations and other homeowners associations~~ Neighborhood Associations for the collection of such assessments.

D. To place liens against any Property subject to assessment in The Oaks Preserve for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

E. To hold funds solely and exclusively for the benefit of the owners of Property in The Oaks Preserve for the purposes set forth in these Articles of Incorporation.

F. To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

G. To delegate such of the ministerial functions of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

H. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

I. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

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J. To borrow money for the acquisition of property or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies, and to secure the payment of any such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Association wherever situated.

K. 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, the terms and provisions of the Master Covenants, and, wherever applicable or appropriate, the terms and provisions of any restrictions applicable to any portion of The Oaks Preserve.

L. To maintain The Commons, including the surface water management system (and all lakes, retention areas, culverts, detention areas, littoral areas, flow control structures and related appurtenances).

M. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners of units, lots, or parcels included within the ~~"assessable property" (as such term is defined in the Master Covenants)~~ "Assessable Property". There shall be two classes of such members, as follows:

A. Class A Members. Class A members shall be all owners of property in The Oaks Preserve who are required to become members of a ~~condominium association or a homeowners association and Neighborhood Association~~ whose unit, lot or parcel is included within the ~~assessable property~~ Assessable Property. Owners of all such property ~~Property~~ shall automatically become Class A members upon acquiring the fee simple title to their respective unit, lot, or parcel.

B. Class B Members. Class B members shall be all owners of property in The Oaks Preserve whose unit, lot or parcel is included within the ~~assessable property~~ Assessable Property and who are not required to become members of a ~~condominium association or homeowners association~~ Neighborhood Association. Owners of all such property shall automatically become Class B members upon acquisition of the fee simple title to their respective unit, lot, or parcel.

Membership of any Class A or B member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's unit, lot or parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more units, lots or parcels in The Oaks Preserve so long as at least one unit, lot or parcel is owned by such member.

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The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the unit, lot or parcel that is the basis of his membership in the Association.

ARTICLE V

VOTING

A. Subject to the restrictions and limitations hereinafter set forth, each Class A and Class B member of the Association shall have one (1) vote for each "assessment share" (as such term is defined in the Master Covenants) attributed to property owned by such member; provided, however, that in the event of multiple ownership of any property, the member-owners thereof together, and not individually, shall be entitled to said one (1) vote for each "assessment share." Except as may be otherwise provided herein, Class A and Class B members shall vote as a combined class so that no matter shall require the separate approval of the Class A and Class B members.

B. Class A members shall be represented in this Association solely and exclusively by the ~~condominium association or homeowners association to which they belong, through the president of their respective association or through such other representative as their association's board of directors may appoint. Each such association~~ Neighborhood Voting Representative. Each such Neighborhood Voting Representative shall represent its members with respect to all Association matters and shall have that number of votes to cast corresponding to the total number of votes held by its individual members according to the provisions of Paragraph A above ~~All notices, as limited by the Covenants. All notice and other official communications from the Association to the condominium and homeowners association shall be to the their respective presidents or other designated representatives. Only the presidents or other designated representatives~~ Neighborhood Associations shall be to the Neighborhood Voting Representative. The Neighborhood Voting Representative shall have the right to cast votes and otherwise participate in membership meetings of the Association, although any member shall have the right to attend such meetings.

C. Class B members may represent themselves at all membership meetings of the Association. The vote attributable to any unit, lot or parcel owned by multiple owners may be cast by any such owners; provided, however, that if more than one of the multiple owners attempts to cast the vote to which their unit, lot or parcel is entitled, said vote shall be apportioned equally among such of the multiple owners as cast the vote.

D. The Secretary of the Association shall maintain a list of the members of the Association and the number of votes to which each member is entitled as determined in the manner set forth in Paragraph A above. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and obligation to so inform the Secretary in writing, giving his name and mailing address and the legal description of his unit, lot or parcel. Until receipt of written notification of change of ownership, the Associations shall be entitled to give notices to, and accept votes from, the prior owner of such unit, lot or parcel. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him

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and shall be entitled to rely upon the Associations's records until notified in writing of any change in ownership.

ARTICLE VI BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards the Board of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall thereby be less than three (3) or more than nine (9) Directors. The Directors need not be members of the Association.

B. All Directors shall be appointed by and shall serve at the pleasure of Oaks Holdings, Inc., Taylor Woodrow Communities, a Florida corporation general partnership, its successor or assigns, hereinafter referred to as "Developer" until the annual meeting of members following the first fiscal year of the Association for which assessments are levied against the assessable property. Commencing with said annual meeting and continuing thereafter until the "turnover" annual meeting of members, Developer shall have the right to appoint a majority of the Board of Directors. Commencing with the "turnover" annual meeting, all Directors shall be elected by the members. As used herein, the "turnover" annual meeting shall mean the first annual meeting of members following the date on which Developer no longer holds for sale in the ordinary course of business condominium units or lots located within The Oaks Preserve or vacant land to be developed for such sales of units or lots, or, if earlier, the date on which Developer relinquishes its rights to appoint a majority of the Board of Directors.

C. All Prior to turnover, all Directors who are not subject to appointment by Developer shall be elected by the combined vote of the Class A and Class B members. Elections shall be by plurality vote. After turnover, all Directors elected by the members shall be elected at large.

D. All Directors, whether appointed or elected, shall serve for terms of one (1) year in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the Class A and Class B members but not otherwise. In no event may a Board member appointed by Developer be removed except by action of Developer.

E. The names and addresses of the current members of the first Board of Directors who shall hold office until the first annual meeting of members and until their successors are elected or appointed and have qualified, are as follows:

Frank O. Estes 650 North Tamiami Trail
Osprey, Florida 34229

Frank Folsom Smith 650 North Tamiami Trail
Osprey, Florida 34229

Roger Hard 650 North Tamiami Trail
Osprey, Florida

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Thomas Harrison c/o Taylor Woodrow Communities
7120 S. Beneva Road
Sarasota, Florida 34238

David Ivin c/o Taylor Woodrow Communities
7120 S. Beneva Road
Sarasota, Florida 34238

Steven Bakan c/o Taylor Woodrow Communities
7120 S. Beneva Road
Sarasota, Florida 34238

Dr. William I. Stryker 17 Bayhead Lane
Osprey, FL 34229

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, an Assistant Secretary, and a 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 not other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary (or Assistant 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 (1) year in accordance with the procedures set forth in the Bylaws.

B. The Board of Directors, or the President with the approval of the Board of Directors, may employ personnel to conduct the affairs of the Association, whether or not such personnel are members, Directors or officers of the Association.

~~C. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified, are as follows:~~

~~President—Frank O. Estes~~
~~Vice President—Roger Hard~~
~~Vice President—Frank Folsom Smith~~
~~Secretary—Frank Folsom Smith~~
~~Assistant Secretary—William Seider~~
~~Treasurer—Frank Folsom Smith~~

ARTICLE VIII

CORPORATE EXISTENCE

The Association shall have perpetual existence.

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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**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the rights of Developer shall be effective without the prior written consent of Developer. No amendment diminishing the voting rights of any Class members shall be effective without approval of such amendment by majority vote of the members of such Class voting separately as a class. No amendment to this Article X shall be effective without approval of such amendment by majority vote of the members of each Class voting separately as a class.

ARTICLE XI**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at ~~650 North Tamiami Trail, Osprey, 7120 South Beneva Road, Sarasota, Florida 34238~~, and the registered agent at such address shall be ~~Frank O. Estes John R. Peshkin~~. The corporation 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 Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all of the assessable property, 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 addresses of the subscriber and incorporator of these Articles are as follows:~~

~~Frank O. Estes 650 North Tamiami Trail
Osprey, Florida 34229~~

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ARTICLE XIV**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and Directors shall be indemnified by the Association for and against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his or her 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~~ XIV**DISSOLUTION OF THE ASSOCIATION**

A. Upon expiration of the term of the Master Covenants, the Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes, or any statute of similar import then in effect.

B. Upon ~~dissolution~~ 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) All remaining assets, or the proceeds from the sale of such assets, shall be distributed among the members in proportion to the number of votes then held by each such member.

IN WITNESS WHEREOF, the president and secretary of the corporation has caused these Articles ~~be executed by its subscriber and incorporator this 2nd day of February, 1989.~~ Amended and Restated Articles to be executed this 12 day of November, 1998.

By: Thomas Harrison

THOMAS HARRISON President

By: D. J. L.

DAVID J. IVIN, Secretary Frank O. Estes

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this ~~2nd day of February, 1989,~~
~~by Frank O. Estes as subscriber and incorporator.~~ 12 day of November, 1998, by
THOMAS HARRISON, President and DAVID T. NIN, Secretary of The Oaks Preserve
Management Association, Inc. a Florida not-for-profit corporation on behalf of each
corporation. The foregoing are personally known to me.

Gail A. Shugart
Notary Public

My Commission Expires:



Gail A. Shugart
MY COMMISSION # 00587303 EXPIRES
September 22, 2000
BONDED THRU THY FARM INSURANCE, INC

FAN: H98-21468

CONSENT

~~Oaks Holdings, Inc.~~, Taylor Woodrow Communities, a Florida corporation general partnership, hereby consents to the foregoing Articles of Incorporation of THE OAKS PRESERVE MANAGEMENT ASSOCIATION, INC.

Signed, sealed and delivered
in the presence of:

~~OAKS HOLDINGS, INC.~~
TAYLOR WOODROW COMMUNITIES,
a Florida general partnership



Printed Name
Patricia A. Crane

Witness Signature
Gail A. Shugart

Printed Name
Gail A. Shugart

Witness Signature



Print Name

Patricia A. Crane

Witness Signature
Gail A. Shugart

Printed Name
Gail A. Shugart

Witness Signature

By: Taylor Woodrow Homes Florida,
Inc., a Florida corporation,
its General Partner

By: 
John R. Peshkin, President
7120 S. Beneva Road
Sarasota, FL 34238

By: Monarch Homes of Florida, Inc., a
Florida corporation, its
General Partner

By: 
John R. Peshkin, President
7120 S. Beneva Road
Sarasota, FL 34238

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STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of February, 1989, by Frank O. Estes as President of OAKS HOLDINGS, INC. BEFORE ME, the undersigned authority, personally appeared John R. Peshkin, President of Taylor Woodrow Homes Florida, Inc., a Florida corporation on behalf of the corporation, as General Partner of Taylor Woodrow Communities, a Florida general partnership, on behalf of said partnership. He has produced _____ as identification or ☒ is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of November, 1998.

Gail A. Shugart
Notary Public State of Florida

(Official Seal)



Gail A. Shugart
MY COMMISSION # CC587303 EXPIRES
September 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared John R. Peshkin, President of Monarch Homes of Florida, Inc., a Florida corporation, as General Partner of Taylor Woodrow Communities, a Florida general partnership, on behalf of said partnership. He has produced _____ as identification or ☒ is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of November, 1998.

Gail A. Shugart



Gail A. Shugart
MY COMMISSION # CC587303 EXPIRES
September 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

(Official Seal)

Notary Public State of Florida

My Commission Expires:

FAN: H98-21468

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE OAKS PRESERVE MANAGEMENT ASSOCIATION, INC., AT THE PLACE DESIGNATED IN AMENDED AND RESTATED ARTICLES OF INCORPORATION, 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.



John R. Peshkin

November 12, 1998

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