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CARTER H. PARRY, OF COUNSEL

ADDITIONAL JURISDICTIONS

CARTER H. PARRY - MICHIGAN

ROBERT A. FARRANCE - GEORGIA

RICHARD G. GROFF - COLORADO

April 7, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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RE: Rosedale 6-A Homeowners' Association, Inc.
Rosedale 6-B Homeowners' Association, Inc.
Rosedale 8 Homeowners' Association, Inc.

Dear Sir:

Enclosed please find the following documents concerning the above named corporations:

1. Articles of Incorporation;
2. Registered Agent Designation and Acknowledgment.
3. Three checks each in the amount of \$122.50 made payable to the Secretary of State to cover the filing fees.

If you have any questions, please contact me at your convenience.

Sincerely,
Sincerely,

McGUIRE, PRATT, MASIO
& FARRANCE, P.A.



Charles J. Pratt, Jr.

CJP/mb
Enclosures

H. 31510 APR 13 1995

ARTICLES OF INCORPORATION
OF
ROSEDALE 6-A HOMEOWNERS' ASSOCIATION, INC.
A Corporation Not for Profit

The undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes and certifies as follows:

ARTICLE I. NAME

The name of this corporation shall be "ROSEDALE 6-A HOMEOWNERS' ASSOCIATION, INC." For convenience, the corporation shall herein be referred to as the "ASSOCIATION".

ARTICLE II. PURPOSE

2.1 Purpose: The purpose for which the ASSOCIATION is organized is to provide an entity for the maintenance, preservation, management and architectural control of the LOTS and COMMON AREAS located within ROSEDALE 6-A, a subdivision located in an unincorporated area of Manatee County, Florida, in accordance with the "Declaration of Covenants, Conditions and Restrictions for ROSEDALE 6-A," herein called the "DECLARATION", which is to be recorded in the Public Records of Manatee County, Florida, as same may be amended. The ASSOCIATION shall have the further purpose of promoting the health, safety and welfare of the OWNERS and occupants of ROSEDALE 6-A, consistent with the DECLARATION, these ARTICLES and the BY-LAWS of the ASSOCIATION.

ARTICLE III. POWERS

3.1 Common Law and Statutory Powers: The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit not in conflict with these ARTICLES or the DECLARATION.

3.2 Specific Powers: The ASSOCIATION shall have all of the powers and duties set forth in the DECLARATION, as amended from time to time, except as validly limited by these ARTICLES and by said DECLARATION, and all of the powers and duties reasonably necessary to own and operate the COMMON AREAS of ROSEDALE pursuant to the DECLARATION and to perform the maintenance, administrative, managerial and other functions for ROSEDALE as provided in said DECLARATION, as they may be amended from time to time, including but not limited to the following:

- (a) To enforce the provisions of the DECLARATION, these ARTICLES and the BY-LAWS of this ASSOCIATION by appropriate means and carry out the obligations of the ASSOCIATION under the DECLARATION.
- (b) To make and collect assessments against MEMBERS to defray the cost of the common expenses of ROSEDALE 6-A as provided in the DECLARATION.

- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of the COMMON AREAS in accordance with the DECLARATION.
- (e) To purchase insurance upon the COMMON AREAS and for the protection of the ASSOCIATION and its MEMBERS.
- (f) To reconstruct the improvements of the COMMON AREAS after casualties and further to improve the COMMON AREAS in accordance with the DECLARATION.
- (g) To adopt and amend reasonable rules and regulations respecting the use of the COMMON AREAS in accordance with the DECLARATION.
- (h) To enforce by legal means the provisions of the DECLARATION, the BY-LAWS, and regulations duly adopted by the ASSOCIATION.
- (i) To furnish or otherwise provide for private security, fire protection or such other services as the BOARD in its discretion determines necessary or appropriate.
- (j) To pay any real and personal taxes and other charges assessed against the COMMON AREAS unless same are separately assessed to the OWNERS.
- (k) To obtain all required utility and other services for the COMMON AREAS.
- (l) To maintain architectural control over ROSEDALE 6-A in accordance with the DECLARATION.
- (m) To negotiate and contract for such materials and services for the benefit of all or any part of the MEMBERS who may subscribe to or elect to accept such materials or services as agent on behalf thereof, in accordance with the DECLARATION.
- (n) To borrow money and to pledge assets of the ASSOCIATION as security therefor pursuant to the DECLARATION.
- (o) To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the ASSOCIATION responsibilities.
- (p) To prepare and maintain such parts of ROSEDALE 6-A as may be provided in the DECLARATION.
- (q) To exercise such further authority as may be reasonably necessary to carry out each and every one of the obliga-

tions of the ASSOCIATION set forth in the DECLARATION, these ARTICLES or the BY-LAWS, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the ASSOCIATION, or reasonably necessary to effectuate its obligation under the DECLARATION.

- (r) To operate and maintain a stormwater management system and a stormwater discharge facility as exempted or permitted by the Southwest Florida Water Management District. Should this ASSOCIATION be dissolved, any stormwater management system and discharge facility shall be maintained by an entity approved by the Southwest Florida Water Management District.

3.3 Assets Held in Trust: All funds and the title of all properties acquired by the ASSOCIATION and the proceeds thereof shall be held in trust for the MEMBERS, in accordance with the Provisions of the DECLARATION, these ARTICLES and the By-Laws of the ASSOCIATION.

ARTICLE IV. MEMBERS

4.1 Members: The MEMBERS of the ASSOCIATION shall consist of the Declarant, NEWTON DEVELOPMENTS, INC., as the Declarant Member, until such time as the Declarant Membership is terminated and converted to Regular Membership as provided by the terms of the DECLARATION and all of the record OWNERS of Lots or Units in ROSEDALE 6-A subject to the DECLARATION.

4.2 Change of Membership: Change of membership in the ASSOCIATION shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a Lot or Unit in ROSEDALE 6-A, and the delivery to the ASSOCIATION of a copy of such instrument. The OWNER or OWNERS designated in such instrument shall there upon become a MEMBER of the ASSOCIATION and the membership of the prior OWNER shall thereupon be terminated, as provided in the BY-LAWS.

4.3 Limitation on a Transfer of Shares or Assets: The share 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 MEMBER'S Lot or Unit.

4.4 Voting: The OWNER of each LOT shall be entitled to one vote as a MEMBER of the ASSOCIATION; provided, however, that the DECLARANT shall, be entitled to the number of votes as provided in the DECLARATION. The manner of exercising voting rights shall be determined by the BY-LAWS of the ASSOCIATION. OWNERS owning more than one LOT shall be entitled to one vote for each LOT owned. Voting rights shall be subject to such provisions for delegation of voting rights and the granting of irrevocable proxies as may be provided in the DECLARATION and the BY-LAWS.

ARTICLE V. DIRECTORS

5.1 Board of Directors: The affairs of the ASSOCIATION shall be managed by a BOARD consisting of such number of MEMBERS as may be determined from time to time in accordance with the DECLARATION and the BY-LAWS. In no event shall the BOARD consist of fewer than three (3) Directors.

5.2 Election of Directors: Directors of the ASSOCIATION shall be elected at the annual meeting of the MEMBERS, in the manner provided by the BY-LAWS. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS.

5.3 First Board of Directors: The names and addresses of the initial Board of Directors, who have been selected by the DECLARANT and who shall serve until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Gary Emigh	3603 Clark Road Sarasota, Florida 34233
Patrick Hogan	3603 Clark Road Sarasota, Florida 34233
R. Michael Curtin	Post Office Box 20594 Bradenton, Florida 34203

The initial Directors designated by NEWTON DEVELOPMENTS, INC., the DECLARANT, and any Directors subsequently designated or appointed or elected by DECLARANT in accordance with the terms of the DECLARATION, need not be MEMBERS of the ASSOCIATION.

ARTICLE VI. INDEMNIFICATION

6.1 Indemnification: Every director and every officer of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, 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 adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the BOARD 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.

6.2 Insurance: The BOARD of the ASSOCIATION may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth

above. The premiums for such insurance shall be paid by the MEMBERS of the ASSOCIATION as part of the common expenses.

ARTICLE VII. BY-LAWS

7.1 BY-LAWS: The first BY-LAWS of the ASSOCIATION shall be adopted by the BOARD and may be altered, amended or rescinded by a majority of the BOARD, except as otherwise may be provided by the BY-LAWS and the DECLARATION.

ARTICLE VIII. EXISTENCE

The term of the ASSOCIATION shall be perpetual.

ARTICLE IX. INCORPORATOR

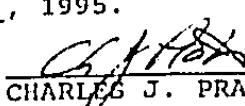
The names and addresses of the Incorporator to these ARTICLES is:

Charles J. Pratt, Jr. Suite 600
1001 3rd Avenue West
Bradenton, Florida 34205

ARTICLE X. REGISTERED AGENT

The ASSOCIATION hereby appoints MCGUIRE, PRATT, MASIO & FARRANCE, P.A., whose street address is 1001 3rd Avenue West, Suite 600, Bradenton, Florida 34205, as its Registered Agent under the laws of Florida. By affixing its signature by an authorized Officer hereto, MCGUIRE, PRATT, MASIO & FARRANCE, P.A. does hereby accept said designation and appointment, and the office of the ASSOCIATION shall be at 1001 3rd Avenue West, Suite 600, Bradenton, Florida 34205.

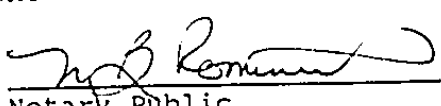
IN WITNESS WHEREOF, the Incorporator has caused this document to be executed on April 3, 1995.


CHARLES J. PRATT, JR.

STATE OF FLORIDA
COUNTY OF MANATEE

I hereby certify that on this 3rd day of April, 1995, an officer duly authorized in the State and County aforesaid to take acknowledgements personally appeared CHARLES J. PRATT, JR., who executed the foregoing instrument and acknowledged before me that he executed the same for and on behalf of the corporation and who is personally known to me and who did not take an oath.

My Commission Expires:


Notary Public

Print Name: MARY B. ROMINES



MARY B. ROMINES
Notary Public, State of Florida
My Comm. Exp. Apr. 26, 1997
Comm. No. CC 279486

ACCEPTANCE BY REGISTERED AGENT

MCGUIRE, PRATT, MASIO & FARRANCE, P.A., hereby accepts designation as Registered Agent of the foregoing corporation.

Dated this 3 day of April, 1995.

MCGUIRE, PRATT, MASIO
& FARRANCE, P.A.

By: *C. J. Pratt, Jr.*

CHARLES J. PRATT, JR., Vice-
President

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