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NAME: CARLYLE COMMUNITY ASSOCIATION, INC.
AUDIT NUMBER.....H98000002386
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS...0 PAGES..... 7
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARLYLE COMMUNITY 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 Carlyle Community Association, Inc. (hereinafter referred to as the "Association"). Its principal office shall be at 7120 South Beneva Road, Sarasota, Florida 34238 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 Association is a not-for-profit corporation.

ARTICLE III

DURATION

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

THIS DOCUMENT WAS PREPARED BY

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

EXHIBIT "D"

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ARTICLE IV

PURPOSE

The purpose for which the Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, reserved or dedicated to or agreed to be maintained by the Association, (including without limitation all or portions of the Surface Water Management System which shall be operated, maintained and managed in a manner consistent with the Southwest Florida Water Management District permit conditions and applicable governmental regulations); to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Carlyle at The Villages of Palm-Aire (the "Declaration") to be recorded in the public records of Manatee County, Florida, including the establishment and enforcement of payment of Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their Lots. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE V

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:

A. The power to fix, levy and collect adequate Assessments against Lots, as provided in and subject to the Declaration.

B. The power to levy and collect Assessments for the costs of maintenance and operation of the Surface Water Management System.

C. 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 Surface Water Management System.

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D. The power to manage, control, operate, maintain, repair and improve the Areas of Common Responsibility.

E. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Areas of Common Responsibility.

F. The power to insure and keep insured the Common Property.

G. The power to employ the personnel required for the operation and management of the Association and the Areas of Common Responsibility.

H. The power to pay utility bills for utilities serving the Areas of Common Responsibility.

I. The power to pay all taxes and assessments which are liens against the Common Property.

J. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

K. Subject to applicable laws, ordinances and governmental regulation, the power to control and regulate the use of the Properties.

L. The power to make reasonable Rules and Regulations and to amend the same from time to time.

M. The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the Rules and Regulations promulgated by the Association from time to time.

N. 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.

O. 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 and upkeep of the Areas of Common Responsibility 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

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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.

P. The power to appoint committees as the Board of Directors may deem appropriate.

Q. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Owners for violation of the provisions of the Declaration, these Articles of Incorporation, the By-Laws or the Rules and Regulations.

R. Subject to the terms of the Declaration, the power to bring suit and to litigate on behalf of the Association.

S. 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.

T. The power to provide any and all supplemental municipal services as may be necessary or proper.

U. 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 Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Owners in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Owners, 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.

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

<u>Name</u>	<u>Address</u>
Michael T. Miller	7120 South Beneva Road Sarasota, Fl 34238
David Ivin	7120 South Beneva Road Sarasota, Fl 34238
Brian Watson	7120 South Beneva Road Sarasota, Fl 34238

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

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ARTICLE X

BY-LAWS

The By-Laws of the 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.

ARTICLE XI

CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Association 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 of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

ARTICLE XII

SOLE INCORPORATOR

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

Marc I. Spencer	Cherry & Spencer, P.A. 1665 Palm Beach Lakes Blvd. Suite 600 West Palm Beach, FL 33401
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ARTICLE XIII

OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

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ARTICLE XIV

AMENDMENT

Amendments to these Articles of Incorporation shall require the affirmative vote of Members casting seventy-five percent (75%) of the total votes in the Association in favor of such amendment.

ARTICLE XV

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Marc I. Spencer, c/o Cherry & Spencer, P.A. and the street address of the registered office of the Association shall be 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of Feb, 1998.

Marc I. Spencer, Incorporator

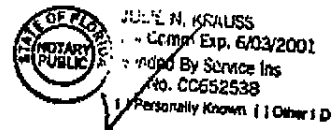
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MARC I. SPENCER, 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 4th day of Feb, 1998.

Notary Public

(Official Seal)



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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 CARLYLE COMMUNITY ASSOCIATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 7120 SOUTH BENEVA ROAD, SARASOTA,
FLORIDA 34238.

SECOND--MARC I. SPENCER, C/O CHERRY & SPENCER, P.A., LOCATED AT
1665 PALM BEACH LAKES BLVD., WEST PALM BEACH, FLORIDA 33401 AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *MIS*
MARC I. SPENCER, INCORPORATOR
DATE 2/4/98

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 *MIS*
MARC I. SPENCER
DATE 2/4/98

TAYLOR/PALM BEACH/CARLYLE/ARTICLES

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