

RICHARD E. NELSON  
RICHARD L. SMITH\*  
F. STEVEN HERB  
OMER CAUSEY  
WILLIAM A. DOOLEY\*\*  
MICHAEL S. DREWS\*\*\*  
FREDERICK J. ELBRECHT\*\*\*\*  
GARY W. PEAL  
PHILIP J. SYPULA  
J. NEAL MOBLEY  
STEPHEN M. WALKER

# NELSON HESSE

ATTORNEYS AT LAW

2070 Ringling Boulevard  
Sarasota, Florida 34237

Telephone (941) 366-7550  
Telefax (941) 955-3708

ROBERT L. HESSE  
RETIRED

\*Board Certified  
City, County &  
Local Government Law

\*\*Certified Mediator

\*\*\*Board Certified  
Business Litigation Lawyer

\*\*\*\*Board Certified  
Civil Trial Lawyer

EFFECTIVE DATE  
12-8-98

N 980 0000 7075

December 9, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Myakka River Scenic Landowners Association, Inc. - Articles of Incorporation

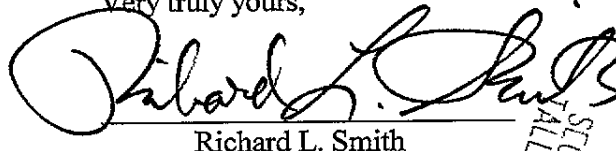
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Myakka River Scenic Landowners Association, Inc. Please file the original with the Secretary of State and return a certified copy to me. Our firm's check in the amount of \$78.75 payable to the Secretary of State is enclosed representing payment of the following fees:

Filing Fees	\$ 35.00
Certified copy	8.75
Registered Agent Fee	<u>35.00</u>
Total:	\$ 78.75

Thank you for your assistance with this filing. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

  
Richard L. Smith

RLS/jm  
Enclosures  
cc: Joe Ligon

FILED  
98 DEC 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/15/98  
jm

EFFECTIVE DATE  
12-8-98

ARTICLES OF INCORPORATION

OF

MYAKKA RIVER SCENIC LANDOWNERS ASSOCIATION, INC.

FILED  
98 DEC 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE 1 - NAME

The name of this Corporation is MYAKKA RIVER SCENIC LANDOWNERS ASSOCIATION, INC.

ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 463 U. S. Highway 41 By-Pass South, Venice, Florida 34292.

ARTICLE 3 - PURPOSE

The purpose of the corporation shall be: To ensure, consistent with the requirements of the Myakka River Wild and Scenic Designation and Preservation Act, that ordinances and other governmental regulations minimize adverse impacts on private landowners' use of land for residential purposes; to

protect the interests of landowners along the Myakka River, including flood control, road and drainage maintenance and improvement; and other matters of common concern; and to raise funds to carry out these purposes.

#### ARTICLE 4 - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the Bylaws.

#### ARTICLE 5 - HONORARY BOARD MEMBERS

The Board of Directors may appoint Honorary Directors to serve at the pleasure of the Board in an advisory capacity to assist the Board in achieving the objectives of the Association.

The initial Honorary Directors shall be:

Lewis "Buster" Blackburn  
786 Brentwood  
Venice, FL 34292

Robert M. "Bob" Johnson  
Former State Senator  
27 Orange Avenue South  
Sarasota, FL 34236

#### ARTICLE 6 - MEMBERS

The corporation shall have members. All members of the corporation must agree to the purposes of the corporation and in some manner agree to contribute or take other action to help effectuate the purpose of the corporation. There will be two classes of members in the corporation: The two classes of

members are general members and special members. The general members shall be those individuals who are directors of the corporation. The general members shall have one vote per member and shall be the only voting members of the corporation. The special members are the non-voting members and are all other members of the corporation. There is no requirement for an annual meeting of the special members and the notification required to the special members shall be as specified in the Bylaws. The general members shall have such rights and be subject to such notice and voting requirements as are set forth in the Bylaws of the corporation. The termination of members, both general and special, shall be as set forth in the Bylaws. Membership certificates are not assignable.

#### ARTICLE 7 - CORPORATE POWERS

The corporate powers of this corporation are all the powers as provided in Section 617.0302, Florida Statutes, as the same may be amended from time to time.

#### ARTICLE 8 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are: Richard L. Smith, 2070 Ringling Boulevard, Sarasota, Florida 34237.

#### ARTICLE 9 - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be elected by the voting members of the corporation at the annual meeting pursuant to guidelines established by the Bylaws. The Board of Directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation. The officers of the corporation shall be as set forth in the Bylaws.

The business of the corporation shall be conducted by a Board of Directors consisting of the number of directors as designated by the Bylaws of the Corporation, provided that at no time shall the Bylaws designate fewer than three (3) persons as directors of the corporation.

#### ARTICLE 10 - FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Joe K. Ligon  
215 Palm Drive  
Venice, FL 34292

Paul J. Giorgetti  
1501 Blue Heron Drive  
Sarasota, FL 34239

Thomas H. Taylor, Jr.  
7000 South Tamiami Trail  
Venice, FL 34293

Scott Pinkerton  
102 Hanchey Blvd.  
Venice, FL 34292

Philip Vets  
817 Brentwood Drive  
Venice, FL 34292

ARTICLE 11 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE 12 - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Joe K. Ligon  
215 Palm Drive  
Venice, FL 34292

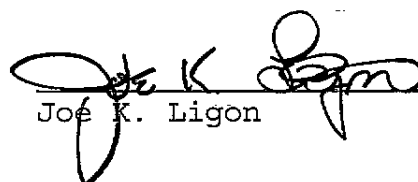
ARTICLE 13 - TERM OF EXISTENCE

The date when the corporate existence shall commence shall be the date of subscription of these Articles and the corporation shall have perpetual existence.

ARTICLE 14 - AMENDMENT OF ARTICLES OF INCORPORATION

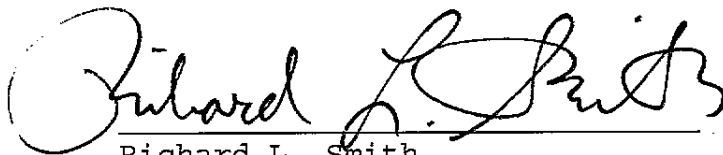
These articles of incorporation may be amended in the manner as set forth in the Bylaws.

The undersigned incorporator had executed these articles of incorporation on 8 Dec, 1998.

  
\_\_\_\_\_  
Joe K. Ligon

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

A handwritten signature in dark ink, appearing to read "Richard L. Smith", written over a horizontal line.

Richard L. Smith  
Registered Agent

FILED  
98 DEC 14 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA