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January 12, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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Re: MILLBROOK HOMEOWNERS' ASSOCIATION, INC.

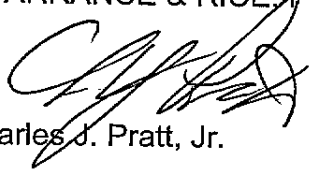
Ladies or Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$122.50 for the filing fees. Please furnish us with a file stamped copy of the Articles of Incorporation upon filing same.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Very truly yours,

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


Charles J. Pratt, Jr.

CJP:msb
Enclosures

FILED
99 JAN 13 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I corrected art. 3. ✓

TA - 1/15/99

ARTICLES OF INCORPORATION
OF
MILLBROOK HOMEOWNERS' ASSOCIATION, INC.
A Corporation Not for Profit

FILED
99 JAN 13 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "MILLBROOK 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, and management of the LOTS and COMMON AREAS located within MILLBROOK, a section of Greenfield Plantation, a subdivision located in an unincorporated area of Manatee County, Florida, in accordance with the "Declaration of Covenants, Conditions and Restrictions for MILLBROOK," herein called the "DECLARATION", which is to be recorded in the Public Records of Manatee County, Florida, as same may be amended.

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 MILLBROOK pursuant to the DECLARATION and to perform the maintenance, administrative, managerial and other functions for MILLBROOK 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 MILLBROOK 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 MILLBROOK 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 MILLBROOK 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 obligations 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, RIVER ROAD PLANTATION PARTNERSHIP, 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 MILLBROOK 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 MILLBROOK, 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:

LLOYD E. WILLIAMS, JR.

816 6TH AVENUE WEST
BRADENTON, FLORIDA 34205

BRUCE REID

816 6TH AVENUE WEST
BRADENTON, FLORIDA 34205

BRITTON H. WILLIAMS

816 6TH AVENUE WEST
BRADENTON, FLORIDA 34205

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:

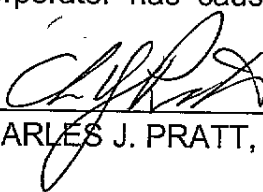
Charles J. Pratt, Jr.

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 January 12, 1999.



CHARLES J. PRATT, JR.

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me this January 12, 1999, by CHARLES J. PRATT, JR., who is personally known to me and who did not take an oath.



MELINDA S. BLEVINS
COMMISSION # CC625553
EXPIRES MAR 24, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.



Notary Public

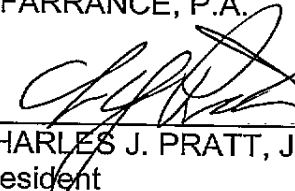
Melinda S. Blevins

ACCEPTANCE BY REGISTERED AGENT

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

Dated: JANUARY 12, 1999.

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

By: 

CHARLES J. PRATT, JR., Vice
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 13 AM 11:35

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