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DEBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.

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PLEASE REPLY TO:
NAPLES OFFICE

January 22, 1999

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

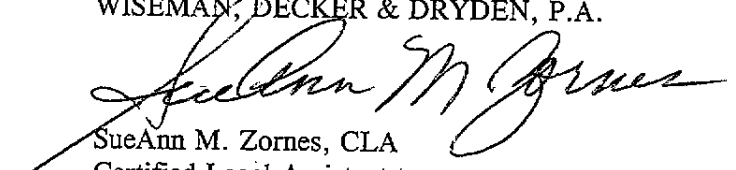
Re: Meridian at the Oaks Preserve Commons Maintenance Association Inc.

Dear Sir:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation for Meridian at the Oaks Preserve Commons Maintenance Association, Inc., for filing, and our check in the amount of \$78.75 for the filing fee and a certified copy. Please return the certified copy of the Articles in the self-addressed, stamped envelope enclosed for your convenience.

If you have questions or concerns with the above, please feel free to give us a call.

Sincerely,
DeBOEST, KNUDSEN, STOCKMAN,
WISEMAN, DECKER & DRYDEN, P.A.


SueAnn M. Zornes, CLA
Certified Legal Assistant to
Tamela Eady Wiseman

/sz
enclosures

FILED
99 JAN 25 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 29 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MERIDIAN AT THE OAKS PRESERVE COMMONS MAINTENANCE ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Tamela Eady Wiseman, Esquire, of DeBoest, Knudsen, Stockman, Wiseman, Decker & Dryden, P.A. 600 Fifth Avenue South, Suite 301, Naples, Florida 34102, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Corporation", is Meridian at The Oaks Preserve Commons Maintenance Association, Inc. and the street address of the initial principle office is 7120 S. Beneva Road, Sarasota, Florida 34238-2850.

ARTICLE II

PURPOSE: The purposes for which the Corporation is organized are:

1. To provide an entity for the ownership, maintenance and operation of certain structures, infrastructures, areas and recreational and common facilities for the Meridian at The Oaks Complex located in Sarasota County, Florida.
2. To regulate the use of all the areas and structures placed under the jurisdiction of this Corporation.
3. To enforce the Rules and Regulations of the Corporation.

ARTICLE III: NON-STOCK, NON-PROFIT

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the members of the Corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE IV: POWERS

For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the Bylaws, including without limitation the following:

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DEBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 Fifth Avenue South, Suite 301 ■ Naples, Florida 34102

1. To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain.
2. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon lands owned by the Corporation and upon lands which the Corporation is responsible to maintain, including without limitation, any swimming pools, structures, common roads and streets, and parking areas (both covered, if any, and not covered) for the use of the Corporation's members.
3. To landscape all lands owned by the Corporation, and all lands which the Corporation is responsible to maintain, and to contribute to the artistic and architectural building and construction standards of all lands owned or maintained by the Corporation, and all buildings and improvements situate thereon.
4. To make available to the members of the Corporation, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the members.
5. To assess against the members of the Corporation, fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set for herein and in the Bylaws of the Corporation, and such other purposes as may be allowed by law.
6. To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation, whether at the time owned or thereafter acquired.
7. To participate in mergers and consolidations with other non-profit corporations organized for the operation of property within the Meridian at The Oaks Preserve Complex, or annex additional property and common area.
8. To grant easements upon and across Corporation property for ingress and egress; utilities; and grant easements of support, airspace, and for encroachments for condominium buildings to be constructed upon Corporation property, golf cart paths, the playing of golf and such other purposes as the Corporation deems necessary.
9. To assist, cooperatively with the Florida corporation not for profit established for the purpose of operating the community known as "The Oaks Preserve" the in administration and enforcement of The Oaks Preserve Covenants, as amended from time to time.

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ARTICLE V: MEMBERSHIP AND VOTING RIGHTS

The members of this Corporation shall be each Condominium or Homeowners' Association located within The Oaks Preserve Complex.

Whenever a vote of the members is required, each member Association shall be entitled to one vote in Corporation matters for each residential living unit within that Association. The manner of exercising voting rights shall be as set forth in the Bylaws.

The share of a member in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner.

ARTICLE VI: DIRECTORS AND OFFICERS

The affairs of the Corporation shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors may be, but do not have to be, officers or directors of their respective Associations.

Except for Directors initially appointed by the Developer, Directors shall be appointed or elected by the member Associations in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its annual organization meeting and shall serve at the pleasure of the Board.

ARTICLE VII: TERM

The term of the Corporation shall be perpetual.

ARTICLE VIII: BYLAWS

The Bylaws of the Corporation shall be the Bylaws as originally adopted by the Corporation as they may be amended from time to time. The Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE IX: AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Prior to the recording of the Declaration of Condominium of Meridian I at The Oaks Preserve, a Condominium among the Public Records, these Articles may be amended by an instrument in

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writing signed by the President (or Vice President) and the Secretary (or an Assistant Secretary) and filed with the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of the Articles as restated to include such amendments. This Article IX is intended to comply with Chapter 617, Florida Statutes.

2. After the recording of the Declaration of Condominium of Meridian I at The Oaks Preserve, a Condominium among the Public Records, these Articles may be amended in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the full text of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Sarasota County, Florida.

ARTICLE X: INITIAL DIRECTORS AND OFFICERS

The initial Directors and Officers of the Corporation shall be:

Thomas Harrison	President/Director
7120 S. Beneva Road	
Sarasota, Florida 34238-2850	

David T. Ivan	Vice President/Director
7120 S. Beneva Road	
Sarasota, Florida 34238-2850	

Steven A. Bakan
7120 S. Beneva Road
Sarasota, Florida 34238-2850

Secretary/Treasurer/Director

ARTICLE XI

INITIAL REGISTERED AGENT:

The initial registered office of the Corporation shall be at:

c/o Oaks Meridian, Ltd.
7120 S/ Beneva Road
Sarasota, Florida 34238-2850

The initial registered agent at said address shall be:

John R. Peshkin

ARTICLE XII: INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every Officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
2. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
3. A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled. The indemnification hereby afforded to Directors and Officers shall also extend to any other entity other than the Corporation found responsible or liable for the actions of such individuals in their capacity as Directors or Officers, including, but not limited to Developer.

WHEREFORE the incorporator has caused these presents to be executed this 22nd day of January, 1999.

By: Tamela Eady Wiseman
Tamela Eady Wiseman Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day of JANUARY, 1999 by Tamela Eady Wiseman.

Notary Public-State of Florida:

Sign SueAnn M. Zornes
Print SUEANN M. ZORNES
Personally Known _____; or Produced
Identification _____ Type of Identification
Produced: _____
Affix Seal Below:



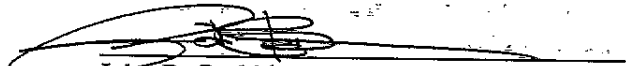
SueAnn M. Zornes
MY COMMISSION # CC684733 EXPIRES
November 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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DEBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 Fifth Avenue South, Suite 301 ■ Naples, Florida 34102

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


John R. Peshkin

FILED
99 JAN 25 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA