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4 February 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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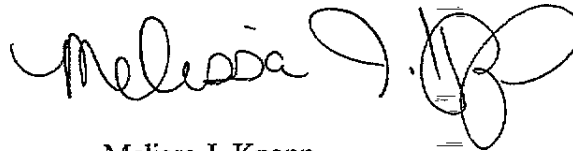
Re: Request to File Articles of Incorporation

To whom it may concern:

Enclosed please find the Articles of Incorporation of the Richmar Property Owners' Association and check #0264 in the amount of \$87.50. Please file the Articles and return a certified copy along with a certificate to the address listed above.

Thank you for your attention herein.

Sincerely,
MELLOR & GRISSINGER



Melissa J. Knapp
Legal Assistant to
Cord C. Mellor

MJK/mjk
Encls.
File No. 940594

cc: Mr. and Mrs. Clarence J. Wieser

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RICHMAR PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not For Profit Corporation Act."

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be RICHMAR PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions of Richmar Subdivision to be recorded in the Public Records of Sarasota County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE V

PURPOSES AND POWERS

The Corporation is not organized for pecuniary profit or financial gain, and no part of the Corporation's assets or income shall inure to the benefit of any Director, Officer or Member of the Corporation except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Corporation with respect to the compensation of Directors, Officers or Members of the Corporation for the rendition of unusual or exceptional services to the Corporation.

The purposes for which the Corporation is formed, and the powers that may be exercised by the Board of Directors of the Corporation, are:

- A. To own, convey, operate, maintain, preserve or replace common property, as the same exist or may exist in the future on that certain subdivision of real property situate in Sarasota County, Florida, known as Richmar and described in Exhibit "A" to the Declaration and to such Common Properties that may be annexed to the Property from time to time pursuant to the Declaration; and
- B. To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Corporation; and
- C. To dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without the consent of a majority of the Members to such dedication, sale or transfer, in writing or by vote at a duly called meeting of the Corporation, or without the prior written consent of Developer so long as Developer owns at least one (1) Unit; and
- D. To require membership in the Corporation of each owner of property lying within the Subdivision; to establish regular, special and emergency assessments against each member, and to levy, collect, and enforce payment of all such assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Corporation, and to use the proceeds thereof in the exercise of its powers and duties; and

- E. To pay all expenses in connection with and incident to the conduct of the business and affairs of the Corporation; and
- F. To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Corporation as security for money borrowed or debts incurred by the Corporation; and
- G. To annex additional real property to the Property pursuant to the terms and provisions of the Declaration; and
- H. To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and
- I. To grant easements on or through the Common Properties or any portion thereof; and
- J. To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Corporation as set forth in the Declaration, as the same may be amended from time to time; and
 - 1. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to govern the responsibilities of Corporation members and otherwise to effectuate the purposes for which the Corporation is organized; and
- K. To contract for the management of the Corporation and to delegate in such contract all or any part of the powers and duties of the Corporation, and to contract for services to be provided to the Corporation and its members, including, but not limited to, maintenance of common property; and
 - 1. To purchase insurance upon the Property or any part thereof and insurance for the protection of the Corporation, its Officers, its Directors and the Owners; and
- L. To employ personnel to perform the services required for the proper operation of the Corporation.
- M. To bring suits or other actions and to defend suits or actions brought by others.

- N. Without limiting any of the foregoing, to own, maintain and operate in the manner provided by applicable law or government regulation all drainage and surface water management facilities within the Subdivision as permitted by the Southwest Florida Water Management District, including but not limited to all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances, and to assume legal responsibility for maintenance and operation of such facilities as a condition for obtaining or maintaining any permits required for the operation and maintenance of such facilities.
- O. Without limiting any of the foregoing, to take any other actions necessary to effectuate any of the purposes stated herein, or allowed by applicable law.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Corporation that may be granted by applicable law and any amendments thereto.

ARTICLE VI

BOARD OF DIRECTORS

1. **NUMBER AND QUALIFICATIONS.** The business and affairs of the Corporation shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Corporation, nor residents of Richmar Subdivision.
2. **DUTIES AND POWERS.** All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Members only when such approval is specifically required.
3. **ELECTION; REMOVAL.** Directors of the Corporation shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

4. **INITIAL DIRECTORS.** The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

Marlene J. Wieser	Clarence Wieser	Robert E. Knox
8055 Dorothy	8055 Dorothy	8135 Mossborger
North Port, Florida 34287	North Port, Florida 34287	North Port, Florida 34287

ARTICLE VII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Officers or Directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the Officer or Director is present at, or participates in, meetings of the board or committee thereof that authorized the contract or transaction, or solely because such Officer's or Director's votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE VIII

OFFICERS

The affairs of the Corporation shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Corporation at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for the filling of vacancies and for the duties of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President

Marlene J. Wieser
8055 Dorothy Avenue
North Port, Florida 34287

Secretary

Clarence Wieser
8055 Dorothy Avenue
North Port, Florida 34287

ARTICLE IX

MEMBERSHIP

Every person or entity who is a record title owner of any Unit shall be a Member of the Corporation. Any person or entity who holds an interest in any Unit merely as security for the performance of an obligation shall not be a Member of the Corporation. Membership in the Corporation is appurtenant to ownership of a lot in Richmar Subdivision and cannot be conveyed other than by conveyance of fee simple title to such a lot.

ARTICLE X

AMENDMENTS

Amendments to these Articles shall be made in the following manner:

1. **PROPOSAL.** Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
2. **ADOPTION.** The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.
3. **LIMITATION.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article V or Article XIII of the Articles entitled "Powers" and "Indemnification," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Units. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Developer, or an affiliate of Developer, unless Developer shall join in the execution of the amendment. No amendment to this Paragraph 3 of Article X shall be effective.

4. **DEVELOPER'S AMENDMENT.** The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Developer, provided that the Developer shall not have the right to unilaterally amend these Articles after the transition of control of the Association to the nondeveloper Members as provided in Chapter 617, Florida Statutes.
5. **RECORDING.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Sarasota County, Florida.

ARTICLE XI

BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Corporation is Marlene J. Wieser, 8055 Dorothy Avenue, North Port, Florida 34287.

ARTICLE XIII

INDEMNIFICATION

1. **INDEMNITY.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been

exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. **EXPENSES.** To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
3. **ADVANCES.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article XIII.
4. **MISCELLANEOUS.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.
5. **INSURANCE.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether

or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

6. AMENDMENT. Notwithstanding anything herein to the contrary, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIV

DISSOLUTION

The Corporation may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Developer owns at least one (1) Lot, Developer's written consent to the dissolution of the Corporation must first be obtained. Notwithstanding the power granted to the Members to dissolve the Corporation, however, no such dissolution shall take place unless and until all property constituting the surface water management system (which shall include all rights and powers of the Corporation to enter, maintain, repair and operate such facilities) shall be conveyed and assigned to and accepted by an appropriate agency of local government. If the drainage and surface water management facilities are not accepted by an appropriate agency of local government, then the Corporation shall dedicate such facilities to another non-profit corporation similar to the Corporation as a condition for dissolution of the Corporation.

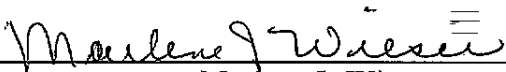
ARTICLE XV

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office is 8055 Dorothy Avenue, North Port, Florida 34287.

The street address of the initial registered office of the Corporation is 8055 Dorothy Avenue, North Port, Florida 34287, and the registered agent at such office is Marlene J. Wieser.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 4th day of February, 1999.



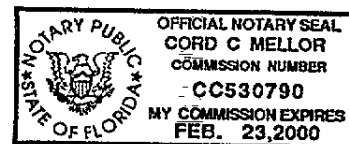
Marlene J. Wieser

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of February, 1999 by Marlene J. Wieser, who is personally known to me.

Sign 

NOTARY PUBLIC

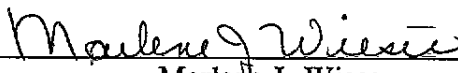


CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted: _____

Having been named resident agent of RICHMAR PROPERTY OWNERS' ASSOCIATION, INC., at the place designated in the articles of incorporation of said corporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law with respect to the duties and responsibilities of the registered agent.

Dated this 4th day of February, 1998. _____



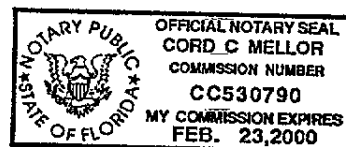
Marlene J. Wieser

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of February, 1999 by Marlene J. Wieser, who is personally known to me.

Sign 

NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE FLORIDA