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April 268, 1999

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Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: The Preserve of Don Pedro Owners' Association, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization and Certificate of Resident Agent in connection with the above referenced matter. In addition, please find our check in the amount of \$78.75 representing filing fees with regard to same. Kindly return a filed copy of the Articles to this office in the envelope provided herein for your convenience.

Should you have any questions, please feel free to contact the undersigned. Thank you for your kind courtesies and prompt attention to this matter.

Very truly yours,

DULMER & TRACY, CHARTERED

By: 

DENNIS J. TRACY, ESQ.

DJT/kmd
Enc.

FILED
99 APR 27 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PRESERVE OF DON PEDRO OWNERS' ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is THE PRESERVE OF DON PEDRO OWNERS' ASSOCIATION, INC..

ARTICLE TWO

PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation shall be 229 Pensacola Road, Venice, Florida 34285.

ARTICLE III

DURATION

This Corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE IV

PURPOSE

The purpose for which the Corporation is organized is to establish, maintain, and operate a social and recreational club not for profit solely for the mutual advantages to be derived, to present a unified effort to the members in protecting the value of the property of the members of a new subdivision to be called "The

Preserve of Don Pedro" on Don Pedro Island, Charlotte County, Florida, and to engage in such other activities as may be to the mutual benefit of the owners of property in the Preserve of Don Pedro and as are allowed of a not for profit corporation under the laws of the State of Florida.

ARTICLE V

MEMBERSHIP

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the By-Laws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Membership generally shall be limited to persons owning a lot or lots within the Preserve of Don Pedro Subdivision.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Dennis J. Tracy, Esq.
229 Pensacola Road
Venice, Florida 34285

ARTICLE VII

MANAGEMENT/INITIAL DIRECTORS

a. The business affairs of this Corporation shall be managed by a Board of Directors. This Corporation shall have no less than three (3) nor more than five (5) Directors who shall be members of

the Corporation. The initial Directors of this Corporation shall be the Officers whose names and addresses are set forth in Paragraph b. below and who shall serve until their successors have been duly elected and qualified as provided in the By-Laws.

b. The Board of Directors shall elect or appoint the Officers of the Corporation as provided in the By-Laws and whose duties are as provided in the By-Laws. The initial Officers of the Corporation who shall serve until their successors are duly elected and qualified as provided in the By-Laws, shall be:

RICHARD W. LEYDON
P.O. Box
Placida, Florida 33946-0189

Vice President

ARTHUR F. KINGSBURY, III
2 Commonwealth Avenue
Apartment 16F
Boston, Massachusetts 02116

President

DENNIS J. TRACY
229 Pensacola Road
Venice, Florida 34285

Secretary/Treasurer

ARTICLE VIII

BY-LAWS

The members of the Board of Directors of the Corporation may provide such By-Laws for the conduct of the Corporation's business and the carrying out of its purposes as they deem necessary. Upon proper notice, the By-Laws may be amended, altered, or repealed by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE IX

AMENDMENT

The Articles of Incorporation of this Corporation may be amended by the affirmative vote of a majority of the Board of Directors until members have been admitted, and thereafter by this affirmative two-thirds (2/3) vote of the membership of the Corporation eligible to vote thereon.

ARTICLE X

LIMITATION

To the fullest extent possible of feasible, no part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to, its members, directors, or officers except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law), and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles to the fullest extent possible or feasible, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal

income tax under Sections 501(c)(4) and (7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees (as successors to the Board of Directors) shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the benefit of an organization that is an exempt organization under Section 501(c)(4) and (7) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed by the Circuit Court of the County in which the principal office of the Corporation is then located or to such organization or organizations, as the Court shall determine, as are organized and operated exclusively for such purposes.

ARTICLE XII

NON STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, but the Corporation shall have the power to issue certificates or writings evidencing membership in the Corporation.

ARTICLE XIII

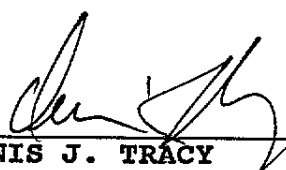
INITIAL REGISTERED OFFICE AND AGENT

The Name of the initial registered agent and the street

address of the initial registered office of the Corporation are:

Dennis J. Tracy, Esq.
229 Pensacola Road
Venice, Florida 34285

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation as of this 31st day of March, 1999.


DENNIS J. TRACY
Subscriber


STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this
31 day of March, 1999, by DENNIS J. TRACY, [☒] who is
personally known to me or [☐] who has produced _____
_____ as identification and who did take an oath.


Notary Public

Typed Name _____

My Commission Expires: _____

 Karen M Daniel
My Commission CC826207
Expires April 26, 2003

ACCEPTANCE OF REGISTERED AGENT


OF

THE PRESERVE OF DON PEDRO PROPERTY OWNERS' ASSOCIATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

Having been named in the Articles of Incorporation of **THE PRESERVE OF DON PEDRO PROPERTY OWNERS' ASSOCIATION, INC.**, as Registered Agent to accept service of process for The Preserve of Don Pedro Property Owners' Association, Inc., at its Registered Office of 229 Pensacola Road, Venice, Florida 34285, the undersigned does hereby agree to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties, including those duties and obligations specified in Section 617.0501, Florida Statutes.

Dated the 31st day of March, 1999.


DENNIS J. TRACY
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 31st day of March, 1999, by DENNIS J. TRACY, [☒] who is personally known to me or [] who has produced _____ as identification and who did take an oath.

Notary Public
Typed Name _____
My Commission Expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA