



THE UNITED STATES
CORPORATION
COMPANY

NO99000003677

FILED

99 JUN 14 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 272761 4323655

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 70.00

ORDER DATE : June 14, 1999

ORDER TIME : 11:34 AM

ORDER NO. : 272761-005

000002903810--6

CUSTOMER NO: 4323655

CUSTOMER: Preston O. Cockey, Jr., Esq
ANNIS MITCHELL COCKEY EDWARDS
ANNIS MITCHELL COCKEY EDWARDS
Suite 2100
201 N. Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: NORTH VENICE CONSERVATION
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 6/14/99
W99-13817

RECEIVED
99 JUN 14 PM 12:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 14, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: NORTH VENICE CONSERVATION ASSOCIATION, INC.
Ref. Number: W99000013817

RESUBMIT

Please give original
submission date as file date.

Please date 6-14-99

We have received your document for NORTH VENICE CONSERVATION ASSOCIATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 299A00031920

**ARTICLES OF INCORPORATION
OF
NORTH VENICE CONSERVATION ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

ARTICLE I

The name of the corporation is NORTH VENICE CONSERVATION ASSOCIATION, INC.

ARTICLE II

This corporation does not contemplate pecuniary gain profit, direct or indirect to its Members, and its primary purpose is to own, operate and maintain a well, pump and related facilities, and to do all other things necessary or appropriate in connection therewith.

ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the corporation shall comply with the Declaration.

ARTICLE IV

The members of the corporation shall be all owners of platted lots within the Property (the "Lots").

ARTICLE V

The name and address of the incorporator of these Articles is:

Jeffrey B. Meehan 601 Bayshore Boulevard, Suite 650
Tampa, Florida 33606

The address of the initial principal office of the corporation is: 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

ARTICLE VI

The corporation shall be governed by a Board of Directors (the "Board") consisting initially of three (3) persons. Directors shall be selected and

removed as provided in the Bylaws of the corporation (the "Bylaws"). A vacancy on the Board shall be filled by the majority vote of the remaining Directors. The initial Directors shall be:

Charles B. Funk	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
Jeffrey B. Meehan	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606
Dan Beychok	601 Bayshore Boulevard, Suite 650 Tampa, Florida 33606

ARTICLE VII

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws may provide for from time to time. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VIII

The corporation shall have two (2) classes of membership, Class A and Class B, each of which shall be entitled to certain voting rights and numbers of votes, all as more fully set forth in the Declaration. When more than one (1) person holds an ownership interest in any Lot, all such persons shall be Members and a vote for such Lot shall be exercised as those owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) persons seeks to exercise it.

ARTICLE IX

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or officers. However, the corporation shall not be prohibited from reasonably compensating its Members, or Directors or officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

ARTICLE X

The corporation shall have all the powers set forth and described in Chapter 617, Florida Statutes (as presently existing or as may be amended from time to time), these Articles of Incorporation, and the Bylaws. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of the Declaration, these Articles, or the Bylaws.

ARTICLE XI

The corporation shall indemnify all persons who may serve or who have served at any time as Directors or officers and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party of which may be asserted against any of them, by reason of having been a Director or officer of the corporation, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or officer may otherwise be entitled.

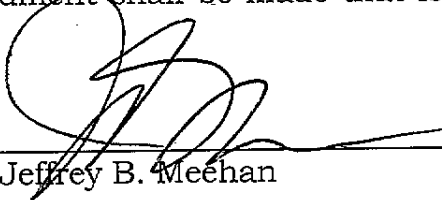
ARTICLE XII

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniary or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect, as if he or she were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIII

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a vote of two-thirds (2/3) of the voting interests of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a majority of the Board of Directors at any duly convened meeting of the Board and accepted by two-thirds (2/3) of the voting interests of the Members present at any duly

convened membership meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Further, no amendment shall be made that is in conflict with the Declaration.

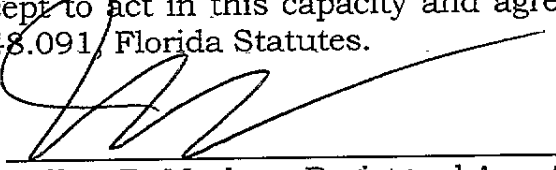

Jeffrey B. Meehan

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be Jeffrey B. Meehan. The initial registered office of this corporation shall be 601 Bayshore Boulevard, Suite 650, Tampa, Florida 33606.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.


Jeffrey B. Meehan, Registered Agent

Date: June 11, 1999

1189-058-0657617.01

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TALLAHASSEE, FLORIDA