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ACCOUNT NO. : 072100000032

REFERENCE : 153118 81413A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 153118-005

CUSTOMER NO: 81413A

CUSTOMER: Ms. Michelle Mroczek  
DEITRICH & ST. PAUL, PA

Riverview Center, Suite 350  
1111 Third Avenue West  
Bradenton, FL 34205

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-11/13/96-01095-002  
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DOMESTIC FILING

NAME: PANTHER RIDGE III HOMEOWNERS'  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
96 NOV 13 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 13 AM 10:32  
DIVISION OF CORPORATION

11-13-96  
KR

**ARTICLES OF INCORPORATION  
OF  
PANTHER RIDGE III HOMEOWNERS' ASSOCIATION, INC.  
A Florida Corporation Not-For-Profit**

FILED  
95 NOV 13 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I.  
NAME.**

The name of the corporation is PANTHER RIDGE III HOMEOWNERS' ASSOCIATION, INC. (the "Association").

**ARTICLE II.  
PRINCIPAL OFFICE AND MAILING ADDRESS.**

The address of the principal office and the mailing address of the corporation is 3651 Cortez Road West, Suite 300, Bradenton, FL 34210.

**ARTICLE III.  
DURATION.**

Corporate existence will commence as soon as these Articles are filed with the office of the Secretary of State of Florida. The term of existence of the Association is perpetual.

**ARTICLE IV.  
PURPOSES.**

The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and control of certain property located in Manatee County, Florida, which property is subject to the Declaration of Protective Covenants for The Ranches at Panther Ridge III, which is to be recorded in the Public Records of Manatee County, Florida, as same shall from time to time be amended (the "Declaration"). The Association shall have the further purpose of promoting the health, safety and welfare of the Owners and residents of the property subject to the Declaration in accordance therewith. For the purposes of these Articles and any By-Laws adopted pursuant hereto, capitalized terms shall have the meanings set forth in the Declaration.

**ARTICLE V.  
POWERS.**

The Association shall have all of the common law and statutory powers of a corporation not-for-profit except as expressly limited or prohibited by these Articles or the Declaration. Powers of the

Association shall be subject to and be exercised in accordance with the provisions of the laws of Florida, the Declaration, these Articles and the By-Laws.

**ARTICLE VI.  
MEMBERS.**

The Members of the Association are the Declarant, prior to the Turnover Date, and those persons owning Tracts within the Subdivision. The Declaration and the By-Laws of the Association contain provisions relating to the qualifications for membership, classification of membership, if any, termination of membership, voting and other rights of Members and all other matters pertaining to the Members.

**ARTICLE VII.  
DIRECTORS.**

The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of members determined from time to time in accordance with the By-Laws. In no event shall the Board of Directors consist of fewer than three (3) members. The method of election of the Directors of the Association is set forth in the By-Laws.

**ARTICLE VIII.  
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 of Directors approves such settlement and reimbursement as being in 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.

**ARTICLE IX.  
INITIAL REGISTERED AGENT AND OFFICE.**

The initial registered office of the Association shall be located at 3651 Cortez Road West,

Sulte 300, Bradenton, FL 34210. The Initial Registered Agent of the Association at that address shall be Joffroy D. Gravely.

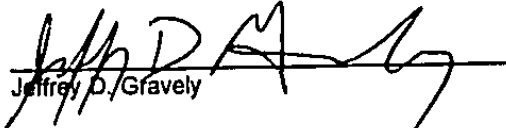
**ARTICLE X.  
INCORPORATOR.**

The name and address of the Incorporator is Joffroy D. Gravely, 3651 Cortez Road West, Sulte 300, Bradenton, FL 34210.

**ARTICLE XI.  
AMENDMENTS.**

These Articles may be amended prior to the Turnover Date either by the Declarant or by the affirmative vote of the Owners of a majority of the Tracts with the consent of the Declarant. After the Turnover Date, these Articles may be amended by affirmative vote of the Owners of a majority of all of the Tracts at a meeting for which notice of the change to be made is given. The Board of Directors may adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of the Members entitled to vote on the proposed amendment, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each Member entitled to vote at such meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of October, 1996.

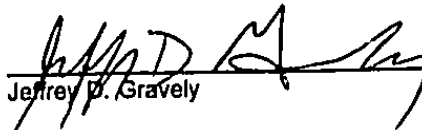
  
Jeffrey D. Gravely

**CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is Panther Ridge III Homeowners' Association, Inc.
2. The name and address of the Registered Agent and office of the Corporation is:  
Jeffrey D. Gravely, 3651 Cortez Road West, Suite 300, Bradenton, FL 34210.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Jeffrey D. Gravely

Dated: October 31, 1996.

FILED  
96 NOV 13 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA