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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLUB VILLAS OF BERKSHIRE PLACE ASSOCIATION, INC.

The undersigned, as incorporator of these Articles of Incorporation, hereby forms a Corporation Not for Profit under the Florida Not For Profit Corporation Act, and certifies as follows:

ARTICLE I

NAME: The name of this Corporation shall be: CLUB VILLAS OF BERKSHIRE PLACE ASSOCIATION, INC., a corporation not-for-profit (hereinafter the "Association"). The business address and the mailing address of the corporation shall be, 1501 Waterford Drive, Venice, Florida 34292, which is the same as the registered agent.

ARTICLE II

TERM OF EXISTENCE: The term for which this Association is to exist shall be perpetual.

ARTICLE III

PURPOSES: The purposes for which the Association is formed are:

1. To provide for certain exterior maintenance, preservation and architectural control of the residences, lots and common areas within that certain subdivided tract of real property known as Club Villas of Berkshire Place, lying and being in Sarasota County, Florida.

2. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the neighborhood common areas, including, without limitation, buildings, structures, streets, sidewalks, street lights, landscaping, equipment, furniture and furnishings, both real and personal, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety and social welfare of the residents of the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

3. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE IV

POWERS

1. This corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are convenient or necessary to effect the purposes of the corporation.

2. In addition to the powers granted by law, the Association shall have the power to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the subdivision and to be recorded in the Public Records of Sarasota County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Enforce the provisions of the Declaration in its name;

(c) Affix, levy and collect, and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of the Declaration, and pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges or assessments levied on or imposed against the property of the Association;

(d) Acquire (by gift, purchase or otherwise), own, hold, and to improve, build upon, operate, maintain, convey, sell, lease, mortgage, rent, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(e) Borrow money, and upon the affirmative vote of the Class B member alone or a majority of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in or otherwise transfer any or all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedicate, sell or transfer all or any part of the Common Area or its other property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members in the manner provided in the Bylaws. No such dedication or transfer shall be effective unless an instrument of dedication or transfer has been signed by the Class B member alone or by a majority of each class

of members, with the formalities from time to time required for a deed under the laws of the State of Florida;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the approval of the Class B member alone or a majority of each class of members;

(h) Adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Lots, Dwellings and Common Area, consistent with the terms of the Declaration and these Articles;

(i) Enter into contracts for maintenance and/or construction of the Common Area improvements in accordance with the Declaration;

3. No part of the assets or net earnings of the Association shall be distributable to or inure to the benefit of, its members, governors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of the assets or net earnings of the Association will inure to the benefit of its members, trustees, directors, officers, or other private persons, except as provided by law.

ARTICLE V

MEMBERS: The members of this Association shall consist of all owners of lots that are made subject to the provisions of said Declaration of Restrictions. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two (2) or more lots so long as such member owns at least one (1) lot. An owner of more than one lot is entitled to one membership for each lot owned.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the lot which is the basis of such member's membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving such party's name, address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received.

ARTICLE VI

VOTING RIGHTS: The Association shall have two classes of voting membership:

Class A. So long as Class B membership exists, Class A members shall be all Owners of Lots subject to assessment by the Association, with the exception of the Developer, and shall be entitled to one (1) vote per each Lot owned. If more than one person holds an interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any such Lot, nor shall any split vote be permitted with respect to such Lot. Prior to any meeting at which a vote is to be taken, each co-Owner must file the name of the voting co-Owner with the Secretary of the Association in order to entitle the voting co-Owner to vote at such meeting, unless such co-Owners have filed a general voting authority with the Secretary of the Association applicable to all votes until rescinded.

Class B. The Class B member shall be the Developer, and Class B Lots shall be all Lots owned by the Developer which have not been converted to Class A as provided in the Declaration. The Class B member shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership at the time provided in the Declaration.

ARTICLE VII

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Association is 1501 Waterford Drive, Venice, Florida 34292. The Board of Directors may change the location of the registered office of said Association from

time to time to any other address in Florida. The initial registered agent at the aforesaid address shall be S.R. MCINTYRE.

ARTICLE VIII

BOARD OF DIRECTORS: The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but at no time shall be less than three (3). Any Director may succeed himself in office. At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years. At each annual meeting thereafter, the members shall elect one Director for a term of three years. The names and addresses of the persons who are to serve as the initial Directors until the selection of their successors are:

S. R. McIntyre	1501 Waterford Drive Venice, Florida 34292
T. S. Riley	1501 Waterford Drive Venice, Florida 34292
J. E. Parrish	1501 Waterford Drive Venice, Florida 34292

ARTICLE IX

OFFICERS: The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and such other officers as may be designed by the Bylaws, and at the times and in the manner prescribed in the Bylaws. The names and addresses of the initial officers who shall serve until their death, resignation, removal or until successors are designated are as follows:

S. R. McIntyre	President/Treasurer
T. S. Riley	Vice President/Secretary

ARTICLE X

NAMES AND ADDRESSES OF INCORPORATORS: The name and address of the incorporator of these Articles are:

S. R. McIntyre	1501 Waterford Drive Venice, Florida 34292
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ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association from and against all expenses and liabilities, including counsel fees, paralegal, legal assistant and similar fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for such person's willful misconduct or, with respect to any criminal proceeding, such person's own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XII

DISSOLUTION OR MERGER OF THE ASSOCIATION

The Association may be merged with another association not for profit, or may be dissolved, with the assent given in writing and signed by either the Class B member alone or not less than a majority of each class of members.

1. Upon expiration of the term of the Declaration of Restrictions, the Association may be dissolved upon resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes (1988), or any statute of similar import then in effect.

2. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(a) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(b) All remaining assets, or the proceeds from the sale of such assets, shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to the purposes of the Association set forth herein

and in the Declaration, in accordance with Florida Statutes Sections 617.1101 through 617.1106.

ARTICLE XIII

BYLAWS

The Bylaws of the Association shall initially be made and adopted by its first Board of Governors. The Bylaws may be amended, altered, supplemented or rescinded by the membership at any annual meeting of the Association, or at any special meeting duly called for such purpose, by the affirmative vote of the Class B member alone or by two-thirds (2/3) of the members entitled to vote thereon present in person or by proxy at such meeting. To the extent the terms hereof conflict with the Bylaws of the Association or the Declarations, the Bylaws shall control.

ARTICLE XIV

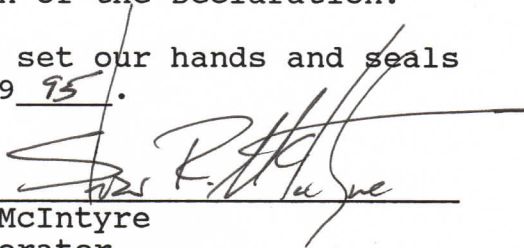
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by persons entitled to cast 25% of the votes entitled to be cast by either class of membership or by a majority of the Board of Directors and shall be amended, altered, supplemented or modified by the membership at any annual meeting of the Association, or at any special meeting duly called for such purpose, by the affirmative vote of the Class B member alone or by a majority of the votes of members entitled to be cast by each class of membership either present in person or by proxy at such meeting. No amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.

ARTICLE XV

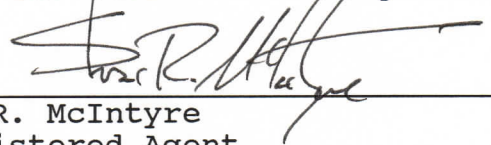
INTERPRETATION: Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. All terms defined in the Declaration shall have the same meaning where used herein. To the extent possible, these Articles shall be construed, interpreted and applied in a manner consistent and not in conflict with the terms and application of the Declaration.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17 day of JANUARY, 19 95.



S. R. McIntyre
Incorporator

Having been named Registered Agent to accept service of process for Club Villas of Berkshire Place Association, Inc. at the registered office designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.



S. R. McIntyre
Registered Agent

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