

EXHIBIT "B"

ARTICLES OF INCORPORATION

FILED

of

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VILLAS II OF ST. ANDREWS ASSOCIATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.NAME OF CORPORATION

The name of this corporation shall be VILLAS II OF ST. ANDREWS ASSOCIATION, INC., hereinafter referred to as the Association. The principal office and mailing address shall be 722 Shamrock Boulevard, Venice, FL 34293.

ARTICLE II.GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as THE VILLAS II OF ST. ANDREWS PARK AT THE PLANTATION located on Chalmers Drive in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium and in the Florida Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III.POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium of said condominium; provided, however, that it shall take a two-thirds vote of all members to authorize the filing of any litigation brought on behalf of the Association other than suits to enforce collection or lien rights for assessments or payables. In the event property adjacent to said condominium is developed as one or more condominiums whose respective declarations of condominium designate the Association as the entity responsible for their operation and maintenance, the Association may accept such responsibility for any or all of such condominiums by affirmative action of the board of

directors, which shall be evidenced by a written joinder to each such declaration executed by the Association president. Upon the recording of such joinder, the Association shall assume all of the applicable powers and duties set forth in the declaration. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including 99 years (whether or not such interests relate to property contiguous to the lands of a condominium operated by the Association) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities. The Association shall be authorized to, and charged with the responsibility to operate and maintain the common elements, including the stormwater management system and facilities, including detention and retention areas, littoral areas, flow control structures, culverts and related appurtenances.

ARTICLE IV.

MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in THE VILLAS II OF ST. ANDREWS PARK AT THE PLANTATION, a condominium, or in any other condominium operated by the Association, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon the termination of a condominium operated by the Association, the membership of a unit owner who conveys his unit to the trustee as provided in the applicable declaration of condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in the applicable declaration of condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of THE VILLAS II OF ST. ANDREWS PARK AT THE PLANTATION, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

ARTICLE V.

VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI.

INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.

EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 722 Shamrock Boulevard, Venice, FL 34293, and the registered agent at such address shall be Stephen E. Lattmann until such time as another registered agent is appointed by resolution of the board of directors.

ARTICLE IX.

NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors. The initial board of directors shall consist of three (3) persons. Thereafter the number of directors shall be determined by resolution of the membership of the Association, but shall not be less than three (3) persons.

of the directors of the Association (which directors need not be unit owners), subject to the following:

A. When 15 percent or more of the units in a condominium that will be operated ultimately by the Association are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third of the directors.

B. Unit owners other than the Developer are entitled to elect not less than a majority of the Board of Directors upon the first of the following to occur: (i) within three (3) years after fifty percent (50%) or within three (3) months after ninety percent (90%) of the units that will be represented ultimately by the Association are conveyed to owners other than Developer; (ii) when all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; (iii) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or (iv) seven years after initial recordation of the declaration of condominium creating the initial phase.

C. When the Developer no longer holds for sale in the ordinary course of business at least 5 percent of the units that will be operated ultimately by the Association, unit owners other than the Developer shall be entitled to elect all of the directors.

Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners. During the period the Developer is entitled to appoint a majority of the directors, the directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XIII

BYLAWS

The first bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such bylaws by majority vote of the voting rights of the members.

ARTICLE XIV.

SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Stephen E. Lattmann

722 Shamrock Boulevard
Venice, FL 34293

ARTICLE XV.

AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association; provided, however, as long as the Developer holds for sale in the ordinary course of business units in any condominium operated by the Association, no amendment which might adversely affect the sale of units shall be effective without the written consent of the Developer.

ARTICLE XVI.

THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Condominium Act, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein. As used in this Article XVI, the "Florida Condominium Act" shall mean the provisions of Chapter 718, Florida Statutes, in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

ARTICLE X.FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Stephen E. Lattmann President and Director	722 Shamrock Boulevard Venice, FL 34293
Pamela B. Sullivan Secretary, Treasurer and Director	722 Shamrock Boulevard Venice, FL 34293
Richard Brady Vice President and Director	315 Pine Glen Way Englewood, FL 34223

The method of election of directors of the Association shall be in a manner as set forth in the Bylaws and subsequent officers shall be elected at the annual meeting by the board of directors.

ARTICLE XI.INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings) reasonably incurred in connection with any proceeding 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 his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against 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.RIGHTS OF DEVELOPER

PLANTATION DEVELOPMENT NO. II, a Florida general partnership, which is the developer of THE VILLAS II OF ST. ANDREWS PARK AT THE PLANTATION, a condominium, and which is referred to herein as the Developer, shall have the right to appoint all

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 3rd day of August 1998.

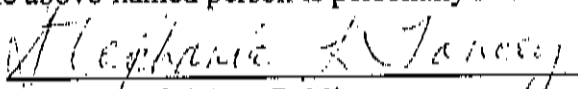

Stephen E. Lattmann

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of August, 1998 by STEPHEN E. LATTMANN, who is personally known to me or who has produced _____ as identification and who did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



STEPHANIE L. TANCEY
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES FEB. 12, 2000
COMMISSION No GC 531959


Signature of Notary Public

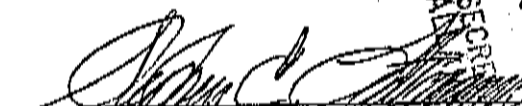
STEPHANIE L. TANCEY
Print Name of Notary Public

(Notary Seal)

I am a Notary Public of the State of Florida, and my commission expires on 2/12/00.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.


Stephen E. Lattmann

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TANCEY
SECRETARY OF STATE
TALLAHASSEE, FLORIDA