

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TURNBERRY PLACE ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on June 29, 1990, as shown by the records of this office.

The document number of this corporation is N38870.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
29th day of June, 1990.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
TURNBERRY PLACE ASSOCIATION, INC.

FILED
1990 JUN 29 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Corporation Not For Profit and do hereby certify:

ARTICLE I

NAME: The name of the corporation (hereinafter called the Association) is:

TURNBERRY PLACE ASSOCIATION, INC.

ARTICLE II

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

ARTICLE III

PURPOSES: The specific primary purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of the residences, lots and common areas within that certain subdivided tract of real property known as Turnberry Place, lying and being in Sarasota County, Florida, and to promote the health, safety and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes the Association shall have 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 improve, build upon, operate, maintain, convey, sell, lease, 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. 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) From time to time 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;

(j) Have and exercise any and all powers, rights and privileges of a non-profit corporation organized under Chapter 617 of the Florida Statutes.

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 IV

MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association, and is transferred only and automatically by conveyance of title to a Lot; however, the foregoing shall not be construed to prohibit assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

ARTICLE V

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 BARBARA J. MILLER.

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

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:

Barbara J. Miller	1501 Waterford Drive Venice, Florida 34292
Susan M. Sprehn	1501 Waterford Drive Venice, Florida 34292
Michael Ketchum	1501 Waterford Drive Venice, Florida 34292

ARTICLE VIII

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:

Barbara J. Miller	President
Michael Ketchum	Vice President
Susan M. Sprehn	Secretary/Treasurer

ARTICLE IX

NAMES AND ADDRESSES OF INCORPORATORS: The names and addresses of the incorporators to these Articles are:

Barbara J. Miller	1501 Waterford Drive Venice, Florida 34292
Susan M. Sprehn	1501 Waterford Drive Venice, Florida 34292
Michael Ketchum	1501 Waterford Drive Venice, Florida 34292

ARTICLE X

INDEMNIFICATION: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Association), by reason of the fact that he is or was a director and/or officer of the Association, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer and/or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director and/or officer and shall inure to the benefit of the heirs and personal representatives of such person. In addition, such right of indemnification shall apply to any action, claim or proceeding relating to a period of time during which this indemnification clause was in full force and effect. Provided however, that if any past or present officer and/or director sues the Association, other than to enforce this indemnification, such past or present director and/or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Association is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Association's funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which the indemnitees are entitled, including, without limitation, those conferred under Florida law or the Bylaws, Articles or any agreement executed by the Association.

ARTICLE XI

BYLAWS: The Bylaws of the Association shall initially be made and adopted by its first Board of Directors. 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 a majority of the votes entitled to be cast by each class of membership.

ARTICLE XII

AMENDMENT: 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 entitled to be cast by each class of membership. Said Amendment(s) shall be effective when a copy thereof, signed by the Secretary or an Assistant Secretary and executed and acknowledged by the President or Vice President, has been filed with the Florida Secretary of State.

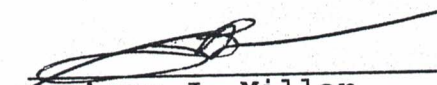
ARTICLE XIII

DISSOLUTION; MERGER; CONSOLIDATION. The Association may be merged or consolidated 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. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any nonprofit 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 617.011 and 617.05.

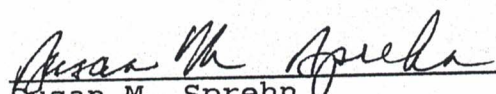
ARTICLE XIV

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 28 day of JUNE, 1990.



Barbara J. Miller



Susan M. Sprehn



Michael Ketchum

"INCORPORATORS"

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared Barbara J. Miller, Susan M. Sprehn and Michael Ketchum, to me known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid, this 28th day of June, 1990.

Jayne Parush
Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOVEMBER 28, 1993
BONDED THRU AGENT'S NOTARY BROKERAGE

Having been named Registered Agent to accept service of process for Turnberry 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.

Barbara J. Miller

FILED
1990 JUN 29 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing Acceptance was acknowledged before me this 28th day of June, 1990, by Barbara J. Miller, as Registered Agent.

Jayne Parush
Notary Public

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOVEMBER 28, 1993
BONDED THRU AGENT'S NOTARY BROKERAGE