

**ARTICLES OF INCORPORATION
OF
GLEN OAKS ESTATES HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, pursuant to F.S. 617, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, via:

ARTICLE I NAME OF CORPORATION

The name of this corporation shall be:

GLEN OAKS ESTATES HOMEOWNERS' ASSOCIATION, INC.
3836 Calliandra Dr., Sarasota, FL 34232
hereinafter in these Articles referred to as the "Association." The principal office and mailing address of the Association shall be located at the home of the President of the Corporation.

ARTICLE II PURPOSES

The general nature, objects, and purposes of the Association are:

A. To promote the health, safety, and social welfare of the owners of all lots located within Unit 3, 4 and 6 of Glen Oaks Country Club Estates and those lots within Units 1 and 5 that voluntarily and permanently join the Association, a subdivision in Sarasota County, Florida (the "Subdivision").

B. To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Covenants and Restrictions of Glen Oaks Country Club Estates, Units 3, 4 and 6" (the "Declaration"), as amended, which is to be recorded in the Public Records of Sarasota County, Florida, and to enforce the Declaration of Covenants and Restrictions of Glen Oaks Country Club Estates.

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

ARTICLE III GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To purchase, own, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, lease, sell, convey, transfer, build upon, maintain, dedicate for public use, or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient of carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix regular and special assessments to be levied against all lots which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuring year and a reasonable annual reserve for anticipated major capital repairs, maintenance,

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Prepared By: Chad L. Gates, Esquire
Levin and Tannenbaum, P.A.
1680 Fruitville Rd., Suite 102
Sarasota, FL 34236
Phone: (941) 316-0111 Fax: (941) 316-0515
FL Bar No. 981095

improvements, and replacements. To use proceeds of assessments in the exercise of its powers and duties.

C. To place liens against any lot, subject to assessment, for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To promulgate, and enforce rules, regulations, bylaws, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration.

J. To purchase insurance upon the Association property for the protection of the Association and its members.

K. To reconstruct the Association property and improvements after casualty and to further improve the property, if required.

L. To enter into contracts and agreements for providing services to the Association.

M. To purchase lots in the Association subdivision, to foreclose on Association liens against lots of owners, to convey, lease, mortgage, and improve lots owned by the Association.

N. To operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

O. In general, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

P. Contract for services, such as, to provide for operation and maintenance if the Association contemplates employing a maintenance company.

Q. Dedicate, sell or transfer all or any part of the Common Area 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 has been signed by a majority vote of the members.

R. The homeowners' association shall have the authority to promulgate regulations for the architectural control of the common area and the residences built upon the lots in order to assure proper maintenance and preservation to the extent authorized by the Declaration of Covenants and Restrictions of Glen Oaks Country Club Estates, Units 3, 4 and 6, as amended.

ARTICLE IV MEMBERS

The members of this Association shall consist of all owners of lots in Glen Oaks Country Club Estates, Units 3, 4 and 6, and those lots within Units 1 and 5 that voluntarily and permanently join the Association. 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 or more lots so long as such member owns at least one lot.

The interest of a member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot which is the basis of his 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 his name, address and lot number and providing a copy of the recorded deed instrument; 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. The Secretary may, but shall not be required to search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V VOTING

Each lot in the Subdivision shall be entitled to one vote in all Association matters submitted to the membership, and the owner of the lot shall be entitled to cast the vote in their discretion.

ARTICLE VI BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three or more than nine Directors. All Directors must be members of the Association.

B. Except as hereinafter provided, the term of each elected Director shall expire upon the election of his successor at the next succeeding annual meeting of members. Each Director's term shall be for one year.

C. Any elected Director may be removed from office with or without cause by majority vote of the members at any special or regular meeting after proper notice of the vote has been served on the members, but not otherwise.

D. The names and addresses of the persons constituting the first Board of Directors are as follows:

Frank M. Gluvna, President

3836 Calliandra Drive
Sarasota, Florida 34232

Paul J. Ryder, Vice President

3643 Pin Oaks Street
Sarasota, Florida 34232

E. Mervyn Altman, Secretary-Treasurer

3641 Allenwood Street
Sarasota, Florida 34232

ARTICLE VII OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. All officers of the Association must be a member of the Board of Directors. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

President	-	Frank M. Gluvna
Vice President	-	Paul J. Ryder
Secretary/Treasurer	-	E. Mervyn Altman

ARTICLE VIII CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such Bylaws.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half of the total votes of the Association membership. No amendment, however, altering the number of votes attributable to any lot pursuant to Article V hereof shall be effective without the prior written consent of the owner of such lot. Notice of the subject matter or proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. A copy of each amendment shall be recorded in Public Records of Sarasota County, Florida.

ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be Levin and Tannenbaum, P.A., 1680 Fruitville Road, Suite 102, Sarasota, Florida 34236 and the registered agent at such address shall be Chad L.

Gates, Esq. The Association may, however, maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XII BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment, special assessment, and other revenue received in compliance with these Articles and Bylaws of its members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all lots subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIII SUBSCRIBERS

The name and street address of the subscribers of these Articles are as follows:

Frank M. Gluvna, President	3836 Callaindra Drive Sarasota, Florida 34232
Paul J. Ryder, Vice President	3643 Pin Oaks Street Sarasota, Florida 34232
E. Mervyn Altman, Secretary-Treasurer	3641 Allenwood Street Sarasota, Florida 34232

ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel 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 his own willful misconduct or, with respect to any criminal proceeding, his 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. This expense shall be deemed a common expense and included in the annual budget.

ARTICLE XV DISSOLUTION OF THE ASSOCIATION

A. The corporation shall have perpetual existence, but if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

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

- (1) 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.

(2) Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots in the Subdivision prorated to the number of votes attributable to such lots pursuant to Article VI hereof, and the share of each shall be distributed to the then owners thereof.

ARTICLE XVI BINDING EFFECT

The provisions hereof shall bind and insure to the benefit of the members and their respective successors and assigns.

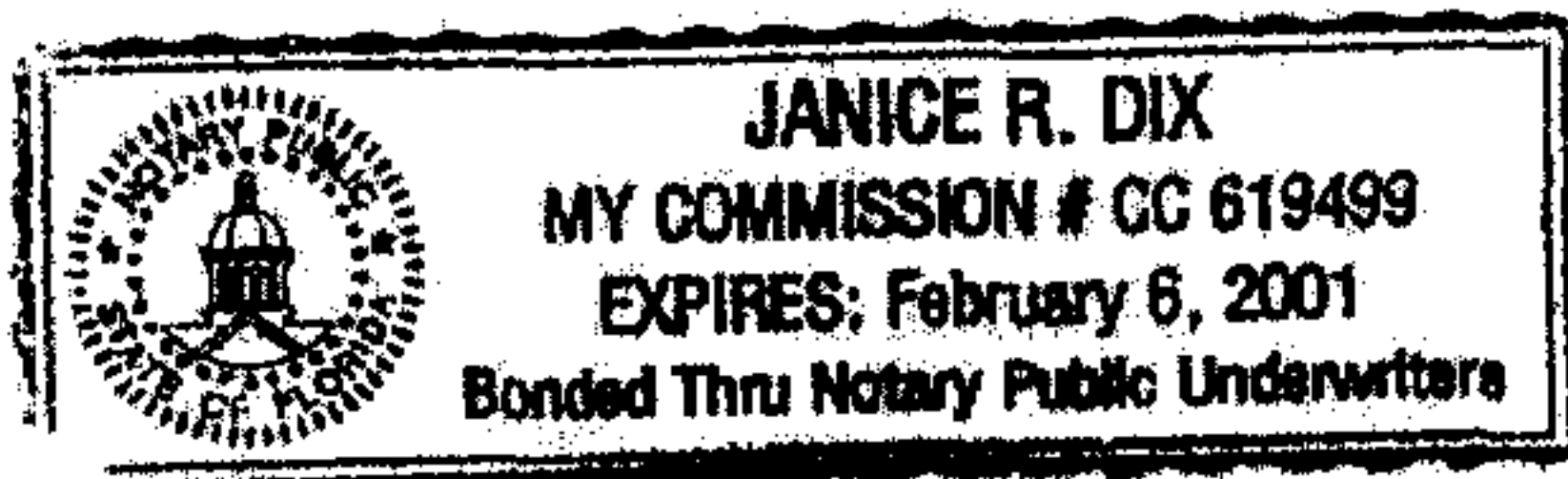
IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seals this 10th day of May, 19 99.

Frank M. Gluvna
Frank M. Gluvna, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of May, 19 99, by FRANK M GLUVNA, who is personally known to me or who has produced FL D.C. as identification.

Notary Public - State of Florida



Print Name:

Janice R. Dix
JANICE R DIX

IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seals this 10 day of May, 19 99.

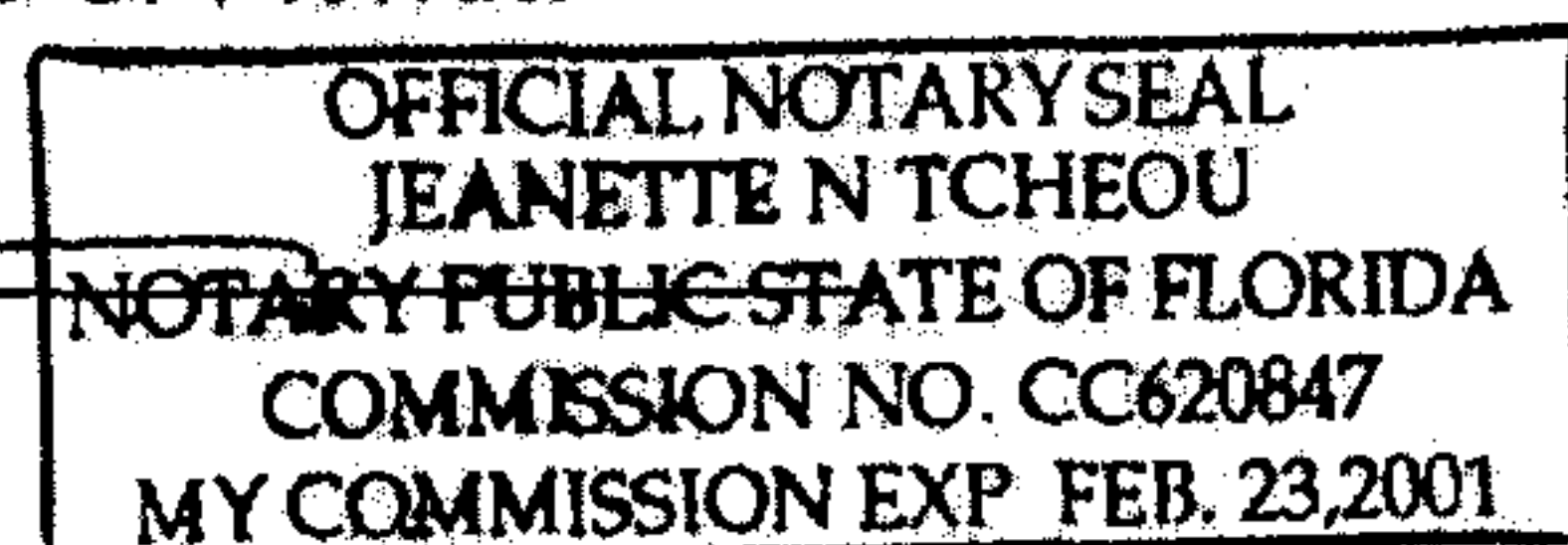
Paul J. Ryder
Paul J. Ryder, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of May, 19 99, by Paul J. Ryder, who is personally known to me or who has produced FL D.C. R360690452960 as identification.

Notary Public - State of Florida

Print Name:



IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seals
this 10th day of May, 19 99.

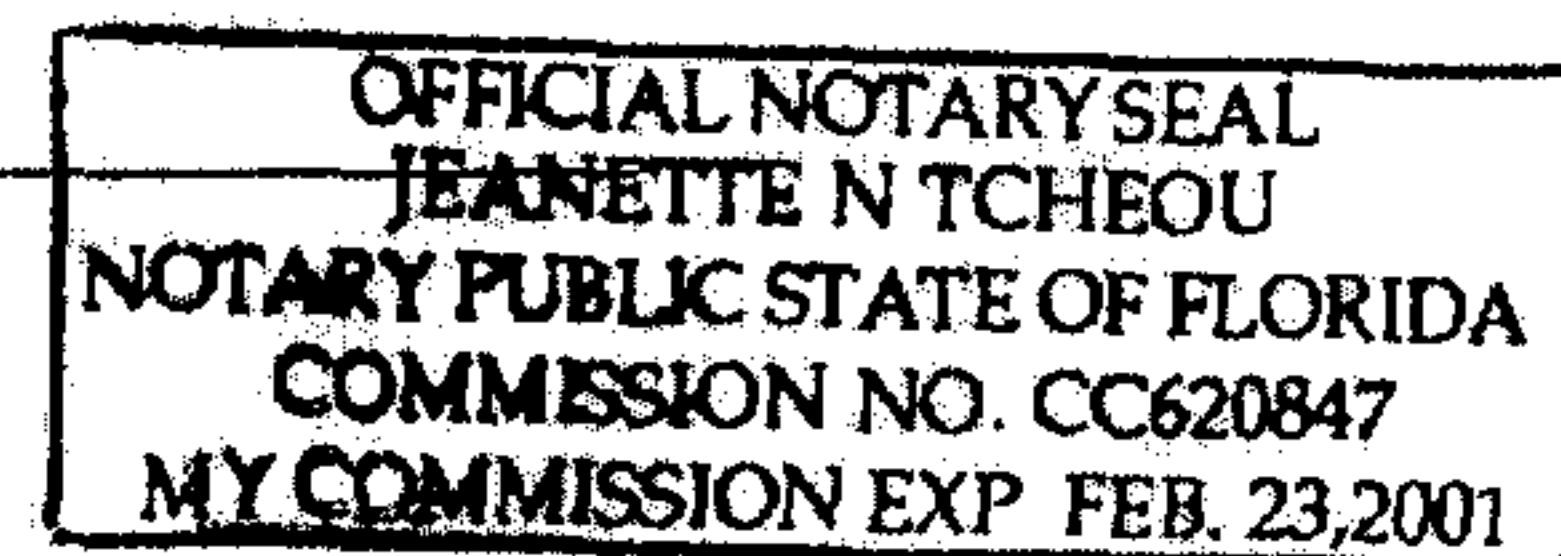
E. Mervyn Altman
E. Mervyn Altman, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of May
19 99, by E. Mervyn Altman who is personally known to me or who has produced FLD
A435 213 3524 60 as identification.

Notary Public - State of Florida

Print Name:



ACCEPTANCE BY REGISTERED AGENT

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

CHAD L. GATES, Registered Agent