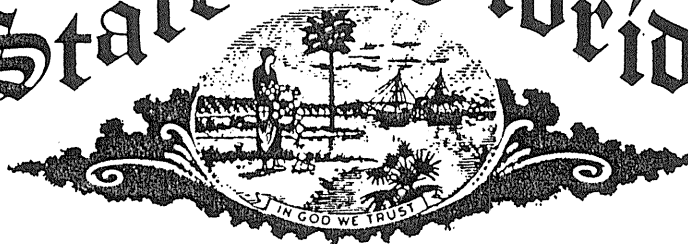


State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of DEVONSHIRE NORTH ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 26, 1990, as shown by the records of this office.

The document number of this corporation is N37842.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
26th day of April, 1990.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
DEVONSHIRE NORTH ASSOCIATION, INC.

FILED
MAR 26 1 31 PM '90
CLERK, DEPT. 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:

DEVONSHIRE NORTH 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 Devonshire North, 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
Glenn C. Albert	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/Treasurer
Susan M. Sprehn	Vice President/Secretary

ARTICLE IX

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

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.

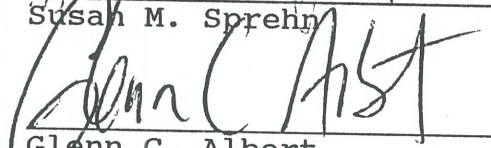
ARTICLE XIV

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 24th day of April, 1990.


Barbara J. Miller


Susan M. Sprehn


Glenn C. Albert

"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 Glenn C. Albert, 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 25th day of April, 1990.


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 Ashley 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

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing Acceptance was acknowledged before me this 25th day of April, 1990, by Barbara J. Miller, as Registered Agent.


Notary Public

My commission expires:

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

FILED
APR 26 1 31 PM '90
CLERK OF STATE
TALLAHASSEE, FLORIDA

(CLG:gm\2805-1\Devonshire.Articles)