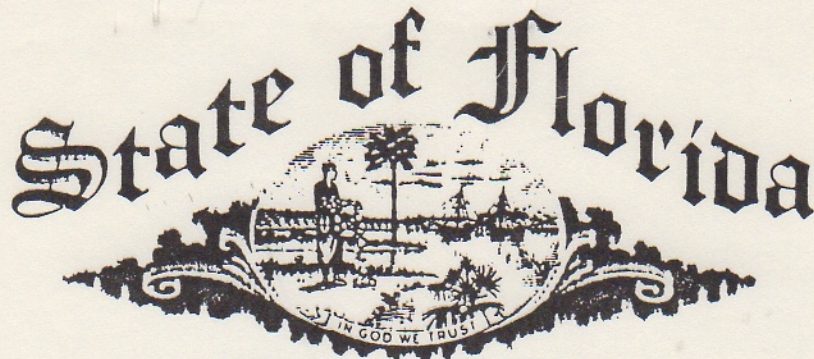


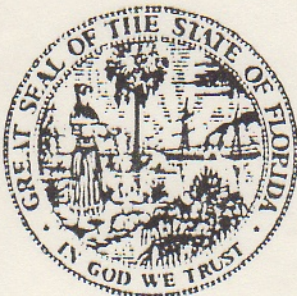


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 22, 1989, as shown by the records of this office.

The document number of this corporation is N35909.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
4th day of January, 1990.



Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC.,
a Florida Corporation not for Profit

FILED
1969 DEC 22 10 7 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, and the same shall be located in the County of Charlotte, State of Florida. Said corporation shall hereafter be referred to herein as the "Association".

ARTICLE II

PURPOSE

The general nature, object, and purpose of the Association are the following:

To protect and promote the property, health, safety, and welfare of the owners of lots in the following described Subdivisions:

GASPARILLA PINES SUBDIVISION, as per Plat thereof recorded in Plat Book 12, Page 3, Public Records of Charlotte County, Florida;

SANDALHAVEN ESTATES, as per Plat thereof recorded in Plat Book 15, Page 65, Public Records of Charlotte County, Florida;

SANDALHAVEN ESTATES, UNIT 2, as per Plat thereof recorded in Plat Book 16, Page 47, Public Records of Charlotte County, Florida.

To provide, maintain, and repair landscaping in the general and common areas, access paths, and streets; to provide, maintain,

and repair common areas, structures, and improvements in the Subdivision.

To provide services for the common good of the owners of lots in the Subdivision, including the storm water management system and the common grounds.

ARTICLE III

GENERAL POWERS

The Association shall have the following powers:

(1) To have all the powers granted a corporation not for profit as enumerated under the laws of the State of Florida except as prohibited herein.

(2) To fix assessments to be levied against the owners of lots in the Subdivision for the purpose of defraying expenses and costs incurred by the Association and expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenses.

(3) To fix and collect dues from the members of the Association.

(4) To collect such assessment and dues or both as provided herein. If an assessment or dues or both shall remain unpaid for sixty (60) days, the Association shall have a lien on each lot of a member for any unpaid assessment or dues, with interest at the highest rate permitted by Florida law and for reasonable attorneys' fees incurred by the Association incident to the collection of assessment or dues or both in enforcement of a lien.

A lien shall be effective from and after the recording of a claim of lien in the Public Record of Charlotte County, Florida. The claim of lien shall:

- (a) describe the lot number on which the lien is imposed;
- (b) indicate the name(s) of the record owner;
- (c) indicate the amount due;
- (d) indicate the due date;
- (e) be signed and acknowledged by an officer or agent of the Association.

If a lot owner fails to pay such assessment or fee or both, the Association may bring an action to foreclose its lien in the manner of foreclosure on a mortgage of real property, provided the Association first give to the delinquent owner of the lot at least 30 days written notice of the intent to foreclose. The Association may also bring an action to recover a money judgment for unpaid assessment or fees or both without waiving any claim of lien.

(5) To contract for service to provide for the operation and maintenance of the stormwater management system.

(6) To operate and maintain common public and private easement property, specifically the stormwater management system including the stormwater collection swales serving more than a single lot, lakes, retention areas, culverts and related appurtenances;

(7) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real and personal property; to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation, or association; to do any and all acts

necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(8) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

(9) To promulgate, adopt, amend, modify, enforce, and repeal rules, regulations, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

(10) To propose, adopt, change, amend, and repeal Bylaws for the management and government of the Association and the exercise of its corporate powers.

ARTICLE IV

MEMBERS

The membership of the Association shall be as follows:

(1) Members - The members of the Association shall consist of the record owners of lots in the Subdivisions and all record lot owners are required to be members of the Association.

(2) Change of Membership - Change of membership in the Association shall be established by the recording in the Official Records of Charlotte County, Florida, of a deed or other instrument establishing a change of record title to a lot in the Subdivision and by delivery to the Association of a copy of such recorded instrument; the owner designated by such instrument

thereby becoming a member of the Association and the membership of the prior owner is thereby being terminated.

ARTICLE V

VOTING

The owner of a lot shall be entitled to one vote in respect to all matters subject to being voted upon by the members of the Association. In the event one lot is owned by two or more owners either as joint owners, owners in common, or otherwise, said owners shall be collectively entitled to only one vote.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

NAME

ADDRESS

JACK W. CULVER

3302 Cat Bird Lane
Englewood, FL 34224

MALCOLM KESTNER

3019 Audubon Avenue
Englewood, FL 34224

JACQUELINE S. OSBORN

3300 Goldfinch Lane
Englewood, FL 34224

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Association is 3300 Goldfinch Lane, Englewood, FL 34224, and the name of the initial registered agent of this Association at that address is JACQUELINE S. OSBORN.

ARTICLE VIII

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officers may be entitled.

ARTICLE IX

CORPORATE EXISTENCE

This corporation shall exist perpetually. However, if the Association is dissolved then the stormwater management system shall be dedicated to a similar non-profit corporation.

ARTICLE X

BYLAWS

The Bylaws of the Association are to be promulgated and adopted by the members. Said Bylaws may be amended, altered, modified, and rescinded from time to time by a majority vote of the members of the Association.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation, who are natural persons, competent to contract, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JACK W. CULVER	3302 Cat Bird Lane Englewood, FL 34224
MALCOLM KESTNER	3019 Audubon Avenue Englewood, FL 34224
JACQUELINE S. OSBORN	3300 Goldfinch Lane Englewood, FL 34224

ARTICLE XII

AMENDMENTS

These Articles may be altered, amended, or repealed by a

majority vote of the members as provided for in the Bylaws.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 7th day of December, 1989.

Jack W. Culver
JACK W. CULVER

Malcolm Kestner
MALCOLM KESTNER

Jacqueline S. Osborn
JACQUELINE S. OSBORN

STATE OF FLORIDA
COUNTY OF Dade

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared JACK W. CULVER, MALCOLM KESTNER, and JACQUELINE S. OSBORN, to me known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 7th day of December, 1989.

William S. Linn
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/1992
BONDED THROUGH GENERAL INS. CO.

To: The Department of State
Tallahassee, Florida 32304

FILED
1989 DEC 22 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 617.023 of the Florida Statutes,
the following is submitted:

SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC., with its place
of business at 3300 Goldfinch Lane, Englewood, Florida 34224, has
named JACQUELINE S. OSBORN, located at 3300 Goldfinch Lane,
Englewood, Florida 34224, as its agent to accept service of
process within the State of Florida.

Dated: December 11th, 1989

Jack W. Culver
Jack W. Culver

Malcolm Kestner
Malcolm Kestner

Jacqueline S. Osborn
Jacqueline S. Osborn

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate,
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 617.023 of the Florida Statutes.

Dated: December 11th, 1989

Jacqueline S. Osborn
Jacqueline S. Osborn, Resident Agent