

ARTICLES OF INCORPORATION
OF
BRADEN WOODS PHASE VI
HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is BRADEN WOODS PHASE VI HOMEOWNERS' ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety and general welfare of the residents within all or any portion of BRADEN WOODS SUBDIVISION, PHASE VI, a proposed residential subdivision lying and being in Manatee County, Florida, as said subdivision is more particularly described in Exhibit "A" attached hereto. For the foregoing purposes, this Association is empowered to:

(a) Exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration of Covenants, Conditions, Easements and Restrictions for BRADEN WOODS SUBDIVISION, PHASE VI, which shall be recorded in the Public Records of Manatee County, Florida, and is hereinafter referred to as the "Declaration"; and

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all licenses, taxes and governmental charges levied or imposed against the property of this Association; and

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of this Association; and

(d) Borrow money, and with the assent of not less than two-thirds (2/3) of the votes of each class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) Dedicate, sell or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that any such dedication or transfer shall have the assent of not less than two thirds (2/3) of the votes of each class of members present and voting; and

(f) Participate in mergers and consolidation with other nonprofit corporations organized for similar purposes provided that any such merger or consolidation shall have the

assent of two-thirds (2/3) of the votes of each class of members;
and

(g) From time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of the Association Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation; and

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Non Profit Corporation Act may now or hereafter have or exercise.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

ARTICLE III

Membership

Every person or legal entity who holds legal title of record to a present fee simple interest in any residential lot being a part of BRADEN WOODS SUBDIVISION, PHASE VI, a single family residential subdivision lying and being in Manatee County, Florida (a "Lot Owner"), shall be a member of this Association. A Lot Owner of more than one such lot shall have one membership for each such lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the provisions of the Declaration.

ARTICLE IV

Corporate Existence

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall exist perpetually.

ARTICLE V

Voting Rights

This Association shall have two (2) classes of voting membership.

CLASS A. Class A members shall be all Lot Owners (as defined in Article III above), with the exception of MANATEE JOINT VENTURE, its nominees, successors and assigns (hereinafter referred to as the "Developer"), and they shall be entitled to one (1) vote for each lot owned, except as otherwise provided in the Bylaws. If more than one person or other legal entity owns a lot so as to entitle such Owners to a vote under the provisions of the Bylaws, then such Lot Owners shall designate one individual as their "voting representative" who shall cast such vote. Said designation shall be submitted to the Secretary of the Association prior to the time for any meeting in accordance with the Bylaws of the Association.

CLASS B. The Class B member shall be the Developer, and shall be entitled to cast such number of votes, on each and every matter coming before the membership of the Association for a vote thereon, equalling the product obtained when multiplying the number of Class A votes entitled to be cast times four (4). The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) When the Developer has sold and conveyed all lots in BRADEN WOODS SUBDIVISION, PHASE VI, to third parties; or

(b) When the Developer, in its sole discretion, elects to transfer control of the Association to Class A membership or;

(c) On January 1, 1999.

Notwithstanding anything to the contrary contained herein, upon conversion of the Class B membership to Class A membership, the Developer shall become a Class A member with regard to each lot owned by it, and shall be entitled to one (1) vote for each such lot on all questions and matters coming before the membership of the Association of a vote thereon.

ARTICLE VI

Board of Directors

The business affairs of this Association shall be managed by a Board of Directors. This Association shall have three (3) directors initially who are to serve as directors until the first election by the members, which election shall occur after the termination of Class B membership. The number of directors may be changed from time to time as provided in the Bylaws, but their number shall never be less than three (3). At all times, the members of the Board of Directors shall be divided as equally as the number of Directorships will permit into three (3) classes: Class 1, Class 2 and Class 3. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class 1 Director shall expire at the annual meeting next ensuing. The term of office of the initial Class 2 Director shall expire one (1) year thereafter, and the term of office of the initial Class 3 Director shall expire two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed, are:

NAME

ADDRESS

CLASS 1 DIRECTOR

Steven R. Mazzei

5803 Braden Run
Bradenton, FL 34202

CLASS 2 DIRECTOR

Donald Feaster

1 Beach Drive S.E.
St. Petersburg, FL
33713

CLASS 3 DIRECTOR

Marty Jacobs

1301 6th Avenue West
Bradenton, FL 33505

It is the intent of these Articles that, at all times hereafter, as nearly as the number of directorships will permit, one-third (1/3) of the Directors of this Association shall be elected at each annual meeting of this Association. Directors shall be eligible to serve successive terms in office without limitation. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve.

ARTICLE VII

Officers

Section 1. Enumeration of Officers. The officers of this Association shall be a president, a vice-president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create. The president shall be a member of the Board of Directors. The offices of treasurer, secretary or president shall not be combined in any manner whatsoever, except that the treasurer, or any other officer, may be a Director of this Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. Each officer of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or is otherwise disqualified to serve.

Serve 4. Initial Officers. The names and addresses of the officers of this Association who, subject to these Articles and the Bylaws of this Association and the laws of the State of Florida, shall hold office until the first annual meeting of the Board, and until their successors have been duly elected and qualified, unless they sooner die, or are removed, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
STEVEN R MAZZEI	President	5803 Braden Run Bradenton, FL 34202
MARTY JACOBS	Vice President	1301 6th Ave. West Bradenton, FL 33505
JACQUELINE O'BRIEN	Secretary	5803 Braden Run Bradenton, FL 34202
SARA RENNINGER	Treasurer	5803 Braden Run Bradenton, FL 34202

ARTICLE VIII

Subscribers

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

<u>NAME</u>	<u>ADDRESS</u>
STEVEN R. MAZZEI	5803 Braden Run Bradenton, Florida 34202

ARTICLE IX

Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members, Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to Manatee County, Florida or other appropriate public agency to be used for purposes similar to those for which this acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X

Initial Registered Office and Agent

The street address of the initial registered office of the Association is: STEVEN R. MAZZEI, 5803 Braden Run, Bradenton, Florida 34202. The name of the initial registered agent of the Association is: STEVEN R. MAZZEI.

ARTICLE XI

Amendment to Articles

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XII

Indemnity

The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, pursuant to the provisions contained in the Bylaws.

ARTICLE XIII

Interpretation

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

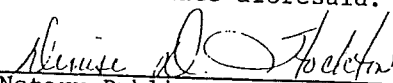
IN WITNESS WHERE, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 25 day of September, 1986.


STEVEN R. MAZZEI

STATE OF FLORIDA :
COUNTY OF MANATEE:

BEFORE ME, the undersigned authority, on this 25th day of September, 1986, personally appeared STEVEN R. MAZZEI, to me know to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
My Commission Expires:

DESIGNATION AND ACKNOWLEDGEMENT OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That BRADEN WOODS PHASE VI HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office being located at 5803 Braden Run, Bradenton, Florida 34202, as indicated in the Articles of Incorporation, has named STEVEN R. MAZZEI as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 25 day of September, 1986.


STEVEN R. MAZZEI