

FILED
AUG 18 12 25 PM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUGARMILL WOODS OAK VILLAGE ASSOCIATION, INC.
(A Florida Corporation Not-For Profit)

WE THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT AND WE DO MAKE AND SUBSCRIBE THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE 1, NAME

The name of this corporation shall be SUGARMILL WOODS OAK VILLAGE ASSOCIATION, INC., and it shall have its initial principal place of business at Route 2, Box 170, Sugarmill Woods, Homosassa, Florida 32646. For convenience, this Corporation shall be herein referred to as the "Association."

ARTICLE 2, PURPOSE

PUNTA GORDA DEVELOPERS, INC., a Florida Corporation, as developer of Sugarmill Woods Subdivision, Oak Village, has heretofore filed in the Public Records of Citrus County, Florida certain restrictions and amendments thereto pertaining to the said subdivision, and may in the future impose other restrictions and conditions upon the land in Sugarmill Woods subdivision, Oak Village. This Corporation is being formed for the purpose of carrying out all the duties and responsibilities imposed upon Sugarmill Woods Oak Village Association, Inc. thru the Declaration of Restrictions, recorded in O.R. Book 537, Page 1897-1910 Public Records of Citrus County, Florida on May 19, 1979, and by the Declaration of Restrictions recorded in O.R. Book 537, Page 1911-1924 of the Public Records of Citrus County, Florida, May 19, 1979, and to perform such other and further duties as may be imposed upon it by Punta Gorda Developers or its membership.

ARTICLE 3, POWERS

The Association shall have all of the common-law and statutory powers granted to Corporations not-for-profit, and it shall have the power and the authority to carry out the duties and responsibilities of the Sugarmill Woods Oak Village Association, Inc., as set forth in the Declaration of Restrictions, Single Family, and Declaration of Restrictions, Multi Family, recorded as cited in the foregoing Article 2, and such other and further powers as may be granted to it by Punta Gorda Developers, with respect to Sugarmill Woods Subdivision, Oak Village, Citrus County, Florida. Any other provision of these Articles notwithstanding, the Association shall not have or exercise any of the powers or responsibilities imposed on or given to it by the foregoing Declarations of Restrictions until the effective date referred to therein.

ARTICLE 4, MEMBERS

4.1 Every fee simple owner of a parcel of land, including the owner of a condominium unit, in Sugarmill Woods, Oak Village, Citrus County, Florida, shall be a member of the Association.

4.2 Voting rights. Until such time as Punta Gorda Developers has completed the development of Sugarmill Woods Subdivision, Oak Village, and has conveyed by Warranty Deed 75 percent of the lots and condominium units in Sugarmill Woods, Oak Village, Punta Gorda Developers shall have all of the voting rights of the Association. After Punta Gorda Developers has completed the development of Sugarmill Woods, Oak Village, and has

conveyed by Warranty Deed 75 percent of the parcels therein, each parcel owner shall be entitled to one vote for each parcel. The term parcel shall include lots and condominium units, and if a parcel is owned by more than one person or entity, such owner shall designate one of their members as the voting member, and shall give the Association notice in writing of the owner so selected. Fractional voting shall not be permitted, and failure on the part of multiple owners of a single parcel to so notify the Association shall result in the loss of the vote for that particular parcel until such time as the required notice has been given to the Association.

4.3 A member who sells his lot or parcel in Sugarmill Woods Subdivision, Oak Village, shall cease to be a member of the Association (if he owns no other lots or parcels in Sugarmill Woods, Oak Village), and his membership shall be transferred to the new owner when the Deed or other instrument of conveyance has been recorded in the Public Records of Citrus County, and a certified copy thereof furnished to the Association. The share of a member in the funds and the assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to his parcel, and shall be so transferred as an appurtenance to the parcel on the sale or other transfer of the parcel as outlined above.

ARTICLE 5, DIRECTORS

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination, shall consist of three (3) directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the Annual Meeting of the voting members in the manner determined by the Bylaws, and shall continue to serve until their successors have been elected. Directors may be removed for good cause shown and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3 The first election of Directors shall not be held until after June 25, 1988 or until Punta Gorda Developers, Inc. has completed the development and has conveyed by Warranty Deed 75 percent of the parcels in Sugarmill Woods Subdivision, Oak Village, whichever shall first occur. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies occurring in their number before the first election shall be filled by the remaining Directors. If there are no remaining Directors, then the vacancies shall be filled by the then voting members of the Association.

5.4 The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

James T. Sanders

1625 W. Marion Avenue
Punta Gorda, Florida 33950

Paula F. Beecher

1625 W. Marion Avenue
Punta Gorda, Florida 33950

Donald E. Williams

1625 W. Marion Avenue
Punta Gorda, Florida 33950

ARTICLE 6, OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary-Treasurer, and such other Officers as may be designated by the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the voting

members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

OFFICERS.	TITLE	ADDRESS
James T. Sanders	President	1625 W. Marion Avenue Punta Gorda, Florida 3
Paula F. Beecher	Vice President	1625 W. Marion Avenue Punta Gorda, Florida 3
Donald E. Williams	Secretary-Treasurer	1625 W. Marion Avenue Punta Gorda, Florida 3

ARTICLE 7, INDEMNIFICATION

Every director and every officer of the Association shall be indemnified, saved and held harmless by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her, to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her 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 in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not operate to the exclusion of any and all other rights to which the director or officer may be entitled.

ARTICLE 8, BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE 9, AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least twenty (20) days prior to the meeting.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the voting members of the Association. Directors and voting members not present in person or by proxy at the meeting considering the amendment may express their approval or opposition in writing, provided written notice of such approval or opposition is delivered to the Secretary at or prior to the meeting. Resolutions proposing adoption of amendments must be adopted by not less than 80 percent of the votes of the voting members present at the meeting at which such resolution is considered.

9.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members. No amendment shall be made that is in conflict with the law or the Declarations of Restrictions of Sugarmill Woods, Oak Village as amended from time to time.

9.4 A copy of each amendment shall be filed with the Secretary of State and shall be recorded in the Public Records of Citrus County, Florida.

ARTICLE 10, TERM

The term of the Association shall be perpetual.

ARTICLE 11, SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

James T. Sanders	1625 W. Marion Avenue Punta Gorda, Florida 33950
Paula F. Beecher	1625 W. Marion Avenue Punta Gorda, Florida 33950
Donald E. Williams	1625 W. Marion Avenue Punta Gorda, Florida 33950

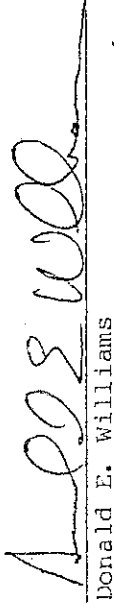
ARTICLE 12, REGISTERED OFFICE AND RESIDENT AGENT

The office of the Association shall be located at 166 N. Tamiami Dr., NE., Port Charlotte, Florida 33952 and the resident agent present at such office and upon whom process may be served shall be John Charles Heekin.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Punta Gorda, Florida, this 3rd day of July, 1980.


James T. Sanders


Paula F. Beecher


Donald E. Williams

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority, personally appeared Paula F. Beecher and Donald E. Williams who acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and seal at Punta Gorda, Charlotte County, Florida,
this 27th day of July, 1980.

Paula Beecher
Notary Public - State of Florida at Large
(Affix Seal)

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Oct. 8, 1983
Bonded by American Fire & Casualty Company

* * * * *

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared James T. Sanders who acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and seal at Homosassa, Citrus County, Florida, this
1st day of August, 1980.

E. J. [Signature]
Notary Public - State of Florida at Large
(Affix Seal)

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Jan. 27, 1984
Bonded thru Iroy Loan Insurance Inc.

* * * * *

ACCEPTANCE OF RESIDENT AGENT

I, John Charles Heekin, hereby agree to serve as resident agent for the foregoing corporation.

[Signature]

John Charles Heekin
166 N. Tamiami Dr. NE
Port Charlotte, Florida 33952

FILED

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SUGARMILL WOODS OAK VILLAGE ASSOCIATION, INC. TALLAHASSEE, FLORIDA
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

Sugarmill Woods Oak Village Association, Inc. (a Florida Corporation Not-For-Profit) (the "Corporation").

SECOND: The following amendments to the articles of incorporation were adopted by the Corporation:

a. Article 5.1 is hereby amended as follows:

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination, shall consist of five (5) directors. Directors need not be members of the Association until turnover, at which time Directors shall be members of the Association.

b. Article 5.3 is hereby amended as follows:

5.3 The first election of Directors shall not be held until ~~after June 25, 1988~~ ~~or~~ Punta Gorda Developers, Inc. has completed the development and conveyed by Warranty Deed 75 percent of the parcels in Sugarmill Woods Subdivision, Oak Village. ~~which ever shall first occur~~ The Directors named in these Articles shall serve until the first election of Directors, and any vacancies occurring in their number before the first election shall be filled by the remaining Directors. If there are no remaining Directors, then the vacancies shall be filled by the then voting members of the Association.

THIRD: The above amendments were adopted by a unanimous vote of the Board of Directors of the Corporation on the 6th day of May, 1988.

FOURTH: The above amendments were adopted by Punta Gorda Developers, Inc., the sole voting member of the Corporation on the 6th day of May 1988.

Dated: May 20th, 1992

SUGARMILL WOODS OAK VILLAGE
ASSOCIATION, INC. (A FLORIDA
CORPORATION NOT-FOR-PROFIT)

BY: Paul Cusmano

NAME: PAUL CUSMANO

TITLE: SECRETARY

PUNTA GORDA DEVELOPERS, INC.

BY: Paula F. McQueen

NAME: PAULA F. McQUEEN

TITLE: VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF CHARLOTTE

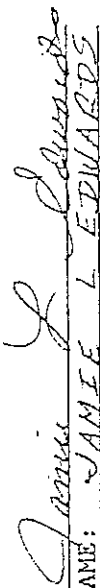
Before me, the undersigned authority, personally appeared Betty Williams, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of

May, 1992.

My Commission Expires:

JAMIE L. EDWARDS
Notary Public
State of Florida
Exp. Commission Expires August 20, 1993


NAME: JAMIE L. EDWARDS
NOTARY PUBLIC - STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared Paula F. McQueen, to me well known to be the person who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of

May, 1992.

My Commission Expires:

JAMIE L. EDWARDS
Notary Public
State of Florida
Exp. Commission Expires August 20, 1993


NAME: JAMIE L. EDWARDS
NOTARY PUBLIC - STATE OF FLORIDA

State of Florida

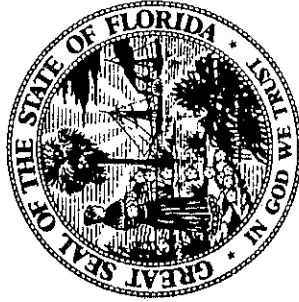


Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on May 22, 1992, to Articles of incorporation for SUGARMILL WOODS OAK VILLAGE ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 753800.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
28th day of May, 1992.



A handwritten signature in cursive script, appearing to read "Jim Smith".

Jim Smith
Secretary of State

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