

ARTICLES OF INCORPORATION
OF
STRATFIELD PARK 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, 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, viz:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

STRATFIELD PARK HOMEOWNERS ASSOCIATION, INC.

hereinafter in these Articles referred to as the "Association."

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 Stratfield Park, Phase I and such additional phase of Stratfield Park that may hereafter be subject to the terms of the Declaration of Restrictions for Stratfield Park (the "Restrictions"), said Restrictions to be recorded in the Public Records of Sarasota County, Florida. Stratfield Park, Phase I and any additional phase submitted to the Restrictions are referred to herein as the "Subdivision."
- B. To maintain all portions of the Subdivision which is to be recorded in the Public Records of Sarasota County, Florida, and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Restrictions.
- C. To carry out all of the duties and obligations assigned

to it as a neighborhood property owners association under the terms of the Restrictions and the Declaration of Maintenance Covenants and Restrictions on the Commons for The Meadows.

D. 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, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any 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 for 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 assessments to be levied against all lots which are subject to assessment pursuant to the Restrictions 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 ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements.

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 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 adopt, promulgate and enforce rules, regulations, bylaws, covenants, 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, the terms and provisions of the Restrictions.

J. 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.

ARTICLE IV

MEMBERS

The members of this Association shall consist of all owners of lots in the Subdivision. 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 members owns at least one lot.

The interest of a member in the funds and assets of the Association cannot 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; 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 his 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. The Directors need not be members of the Association or residents of the State of Florida.

B. All Directors shall be appointed by and shall serve at the pleasure of Taylor Woodrow Homes Florida Inc., a Florida corporation ("Developer"), its successors or assigns, until the annual meeting of members in the year 1992. Commencing with this annual meeting and continuing thereafter until the "turnover" meeting of members, Developer shall have the right to appoint a majority of the Board of Directors. Commencing with the "turn-

over" meeting, all Directors shall be elected by the members. As used herein, the "turnover" meeting shall mean the first annual or special meeting of members following the date on which members other than Developer for the first time own at least 90 percent of the lots that will be operated ultimately by the Association, or, if earlier, the date on which Developer relinquishes its right to appoint a majority of the Board of Directors.

C. All Directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.

D. 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. Commencing with the first annual meeting that either follows or constitutes the "turnover" meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes, shall serve two-year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of Directors serving one and two-year terms. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death.

E. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.

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

Jerree Amodio	1900 Longmeadow Sarasota, Florida	34235
Kathy Clayton	1900 Longmeadow Sarasota, Florida	34235
Rodney L. Robinson	1900 Longmeadow Sarasota, Florida	34235

ARTICLE VII

OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. 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	-	Jerree Amodio
Vice-President	-	Kathy Clayton
Secretary/Treasurer	-	Lynn Kaiser

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

AMENDMENT 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 presented at any duly called member's meeting at which a quorum is present. No amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 5041 Ringwood Meadow, Sarasota, Florida 34235, and the registered agent at such address shall be Jerree Amodio. The corporation may, however, maintain offices and transact business in such other places within or without 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 of its members in accordance with the provisions of the Restrictions, 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 names and street addresses of the subscribers of these Articles are as follows:

Rodney L. Robinson	1900 Longmeadow	
	Sarasota, Florida	34235

Kathy Clayton	1900 Longmeadow Sarasota, Florida	34235
Jerree Amodio	1900 Longmeadow Sarasota, Florida	34235

** OFFICIAL RECORDS **
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ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and 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.

ARTICLE XV

DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the Restrictions, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association membership, and upon compliance with any applicable law then in effect.

B. Upon dissolution of the Association, all of its 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 Restrictions, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots in the Subdivision in equal shares, and the share of each shall be distributed to the then owners thereof.

IN WITNESS WHEREOF, the aforesaid subscribers have hereunto set their hands and seals this 10th day of December, 1990.

Rodney L. Robinson
Rodney L. Robinson

Kathy Clayton
Kathy Clayton

Jerree Amodio
Jerree Amodio

RECORDER'S MEMO: Legibility of writing, typing or printing for reproductive purpose may be unsatisfactory in this document when received.

STATE OF FLORIDA
COUNTY OF SARASOTA:

I HEREBY CERTIFY that on this 10th day of December, 1990, before me, the undersigned authority, personally appeared RODNEY L. ROBINSON, KATHY CLAYTON, and JERREE AMODIO, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State and on the date aforesaid.

Notary Public
Notary Public

My Commission Expires:

State of Florida
Notary Public
Commission Expires