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may be deemed necessary or desirable by the Board of Directors of the Association.

E. To supervise and control the specifications, architecture, design, appearance, elevation and location of all buildings, structures and improvements of any type, including houses, walls, fences, driveways and pavements, antenna, grading, drainage, disposal systems and all other structures constructed, placed or permitted to remain in "Muirfield Heath," as well as the alteration, improvement, addition, or changes thereof, including the landscaping surrounding the same.

F. To provide such services as may be deemed necessary or desirable by the Board of Directors of the Association.

G. To purchase, acquire, replace, improve, maintain and repair such buildings, structures, and equipment related to the health, safety and social welfare of the members of the Association, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

H. To carry out all of the duties and obligations assigned to it as a neighborhood property owners' association under the terms of the Declaration of Restrictions applicable to "Muirfield Heath".

I. 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 and all 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 and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes

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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 property located in "Muirfield Heath," which is subject to assessment pursuant to the applicable Declaration of Restrictions for the purpose of defraying expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including providing a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

C. To place liens against any property in "Muirfield Heath" for delinquent and unpaid assessments 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 power or powers of the Association where such is deemed to be in its best interest by its Board of Directors.

G. To charge recipients for services rendered by the Association and to charge the user for use of Association property where such is deemed appropriate by its 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, and the terms and provisions of the aforesaid Declaration of Restrictions applicable to "Muirfield Heath."

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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 of the owners of Lots 6 through 30, 36 through 42, 44 and 45, and 47 through 59, inclusive, of The Meadows, Unit 4, as per plat thereof recorded in Plat Book 25, Page 9, Public Records of Sarasota County, Florida, and all such property owners shall be members of the Association.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's property, except that nothing herein contained shall be construed as terminating the membership of any member who may own two (2) or more lots or parcels of property in "Muirfield Heath" so long as such member owns one (1) 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 property which is the basis of his membership in the Association.

ARTICLE V

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as Developer shall have the right to appoint a majority of the Board of Directors, such Directors need not be members of the Association and need not be residents of the State of Florida. Thereafter, all Directors shall be members of the Association and residents of the State of Florida.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Notwithstanding anything to the contrary contained in these Articles or in the By-laws, Monarch Homes of Sarasota, Inc., a Florida corporation, as developer of Muirfield Heath, or its successors, nominees or assigns, shall have the right to appoint a majority of the Board of Directors until such time as it owns less than two (2) lots, improved or unimproved, in Muirfield Heath; thereafter, so long as it owns any lots, improved or unimproved, in Muirfield Heath, it shall have the right to appoint one director.

Elections shall be by plurality vote. Directors appointed by Monarch Homes of Sarasota, Inc., shall serve on an annual basis; the term of the first elected director shall be a three (3) year term, when the membership of the Association is entitled to elect a second director his term shall be a two (2) year term, and when the membership of the Association is entitled to elect a third director, his term shall be for a one year term; if the composition of the Board is enlarged beyond three, the term of each additional director shall be specified at the time of election. Vacancies in the Board of Directors which occur prior to the normal expiration of a director's term shall be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 1983, and until their successors are elected or appointed in accordance with the provisions of these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John M. Karel	1900 Longmeadow, Sarasota, Florida
Rick Sailors	1900 Longmeadow, Sarasota, Florida
Steve Salagaras	1900 Longmeadow, Sarasota, Florida

ARTICLE VI

VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each lot in which he holds a fee simple ownership. When more than one (1) person holds such interest in any one (1) lot, all such persons shall be members and the vote attributable to such lot shall be cast as such co-owners shall determine, but in no event shall more

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than one (1) vote be cast nor shall such vote be divided. Except where otherwise required under the provisions of these Articles, the Declaration of Restrictions for "Muirfield Heath", the Declaration of Maintenance Covenants for The Meadows, or by law, the affirmative vote of the owners of a majority of lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Association will obtain funds with which to operate by annual dues and by assessment of its members in accordance with the provisions of the Declaration of Restrictions for "Muirfield Heath" as the same may be supplemented or modified by the provisions of the Articles and Bylaws of the Association relating thereto.

ARTICLE VII

OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President and a Secretary/Treasurer, and such other officers as the Board of Directors 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 to be a director. The same person may hold two offices, the duties of which are not incompatible; 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 to be held in the year 1983, and until their successors are duly elected and qualified, are as follows:

President	-	John M. Karel
Vice President	-	Steve Salagaras
Secretary/Treasurer	-	Rick Sailors

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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 the Directors in the manner provided by such Bylaws.

ARTICLE X
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be located at 1900 Longmeadow, Sarasota, Florida, and the name of the initial registered agent of this corporation at that address is John M. Karel. However, the corporation may 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 XI
BUDGET AND EXPENDITURES

The Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all assessable property in "Muirfield Heath," 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 in respect of expenditures.

ARTICLE XII
SUBSCRIBERS

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

- John M. Karel, 2517 Glebe Farmclose, Sarasota, FL 33580
- Steve Salagaras, 780 Rolling Hills Drive, Palm Harbor, FL 33563
- Rick Sailors, 500 58th Street, Sarasota, FL 33580

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

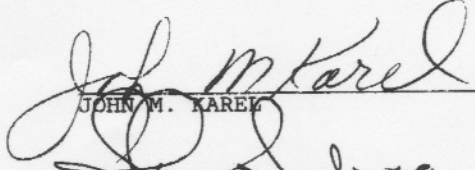
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ARTICLE XIV

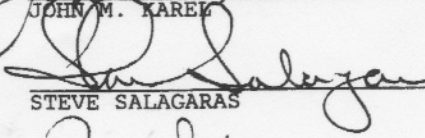
AMENDMENT TO ARTICLES OF INCORPORATION

These articles may be altered, amended or repealed by resolution of the Board of Directors in the manner prescribed in the Bylaws; provided, however, that no amendment affecting Monarch Homes of Sarasota, Inc., or its successors or assigns as Developer of Muirfield Heath shall be effective without the prior written consent of Developer, or its successor or assign, as Developer.

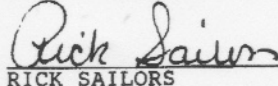
IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 12 day of Oct., 1982, at Sarasota, Florida.



JOHN M. KAREL (SEAL)



STEVE SALAGARAS (SEAL)



RICK SAILORS (SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 17 day of Oct, 1982, before me, an officer duly authorized and acting, personally appeared JOHN M KAREL - STEVE SALAGREAS and RICK SALLOPS and well known and known to me to be the individuals described in and who executed the foregoing instrument and acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.

Elizabeth S. Johnson
Notary Public

My commission expires: Notary Public, State Of Florida At Large
My Commission Expires April 19, 1986
Bonded By SAFECO Insurance Company of America

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6/11/82MH/B