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•• OFFICIAL RECORDS ••
BOOK 2959 PAGE 672

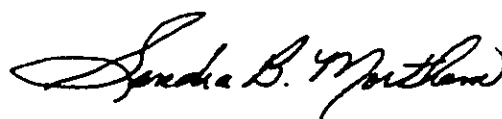
I certify the attached is a true and correct copy of the Articles of Incorporation of BARTON FARMS ASSOCIATION, INC., a Florida corporation, filed on June 3, 1996, as shown by the records of this office.

The document number of this corporation is N96000002982.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Sixth day of June, 1996



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State

Exhibit "B"

ARTICLES OF INCORPORATION
OF
BARTON FARMS ASSOCIATION, INC.
A Florida Corporation Not For Profit

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be BARTON FARMS ASSOCIATION, INC. and its initial principal office will be at 4127 Bee Ridge Road, Sarasota, Florida 34233, which corporation hereinafter shall be referred to as the "MASTER ASSOCIATION."

ARTICLE II
PURPOSE

The purposes for which the MASTER ASSOCIATION is organized are as follows:

1. To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the MASTER DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS for BARTON FARMS as recorded in the Public Records of Sarasota County, Florida, as same may be amended from time to time. (MASTER DECLARATION). The words used herein shall be defined in the same manner as set forth in the MASTER DECLARATION, unless otherwise provided herein.
3. To promote the health, safety, welfare, comfort, and social and economic welfare of the MASTER ASSOCIATION MEMBERS, and the OWNERS and residents of the SUBJECT PROPERTY, as authorized by the MASTER DECLARATION, by these ARTICLES, and by the BYLAWS.

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ARTICLE III POWERS

The MASTER ASSOCIATION shall have the following powers:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these ARTICLES.

2. To enter into, make, establish, amend, rescind and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the MASTER ASSOCIATION.

3. To make and collect ASSESSMENTS against MEMBERS of the MASTER ASSOCIATION to defray the costs, expenses, reserves and losses incurred or to be incurred by the MASTER ASSOCIATION and to use the proceeds thereof in the exercise of the MASTER ASSOCIATION's powers and duties.

4. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

5. To hold funds for the exclusive benefit of the MEMBERS of the MASTER ASSOCIATION as set forth in these ARTICLES and as provided in the MASTER DECLARATION and the BYLAWS.

6. To purchase insurance for the protection of the MASTER ASSOCIATION, its Officers, Directors and MEMBERS, and such other parties as the MASTER ASSOCIATION may determine to be in the best interests of the MASTER ASSOCIATION.

7. To operate, maintain, repair, and improve, insure and pay taxes upon all COMMON PROPERTIES, and such other portions of the SUBJECT PROPERTY as may be determined by the BOARD from time to time and to reconstruct buildings, structures and improvements thereupon after any casualty.

8. To exercise architectural control over-all buildings, structures and improvements to be placed or constructed upon any portion of the SUBJECT PROPERTY pursuant to the MASTER DECLARATION, and to otherwise enforce the MASTER DECLARATION and any and all rules and regulations and other agreements applicable thereto.

9. To provide for private security, fire safety and protection, and similar functions and services within the SUBJECT PROPERTY as the BOARD in its discretion determines necessary or appropriate.

10. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, storm water management system facilities, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the MEMBERS of the MASTER ASSOCIATION and the OWNERS and residents of the SUBJECT PROPERTY as the BOARD in its discretion determines necessary or appropriate.

11. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the MASTER ASSOCIATION and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE IV MEMBERS

1. Members

1.01 Owner Members. The OWNER of a LOT or PROPERTY shall be a MEMBER of the MASTER ASSOCIATION. Such membership shall be established upon the recording of these ARTICLES and the MASTER DECLARATION among the Public Records of Sarasota County, and the subsequent recording of a written instrument conveying record title of such LOT or PROPERTY to such OWNER. Notwithstanding the foregoing, no governmental authority or public or private utility company shall be deemed an OWNER MEMBER unless one or more DWELLINGS actually exist upon the PROPERTY owned by such governmental authority or utility company, in which event the governmental authority or utility company will be an OWNER MEMBER only with respect to the PROPERTY owned in conjunction with such DWELLING.

1.02 Declarant. DECLARANT shall be a MEMBER of the MASTER ASSOCIATION so long as DECLARANT owns any LOT or PROPERTY, or holds a mortgage encumbering any PROPERTY other than a LOT.

2. Transfer of Membership

2.01 In the case of an OWNER MEMBER, transfer of membership in the MASTER ASSOCIATION shall be established by the recording in the Public Records of Sarasota County, of a deed or other instrument establishing a transfer of record title to any LOT or PROPERTY for which membership has already been established as hereinabove provided, the OWNER(S) designated by such instrument of conveyance thereby becoming an OWNER MEMBER(S), and the prior OWNER's membership thereby being terminated. In the event of death of an OWNER MEMBER, his membership shall be automatically transferred to his heirs, personal representative(s), assigns or successors in interest. Notwithstanding the foregoing, the MASTER ASSOCIATION shall not be obligated to recognize such a transfer of membership until such time as the MASTER ASSOCIATION receives a true copy of the deed or other instrument establishing the transfer of ownership of the PROPERTY, and it shall be the responsibility and obligation of

the former and new OWNER of the PROPERTY to provide such true copy of said instrument to the MASTER ASSOCIATION.

2.02 MASTER ASSOCIATION shall maintain a membership book containing, in alphabetical order, the name and address of each member and shall record therein a termination of any membership.

3. MEMBERSHIP APPURTENANT TO PROPERTY. The share of a MEMBER in the funds and assets of the MASTER ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the PROPERTY associated with the membership of the MEMBER, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such PROPERTY. A MEMBER is not as such personally liable for any act, debt, liability or obligation of the MASTER ASSOCIATION. A MEMBER, however, shall be liable for dues, ASSESSMENTS, user fees and other monies payable to MASTER ASSOCIATION under the MASTER DECLARATION, these ARTICLES or the BYLAWS.

4. MEMBERS' Voting Rights. The total number of MEMBERS votes shall be equal to the total number of LOTS and PROPERTIES contained within the SUBJECT PROPERTY from time to time. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each LOT or PROPERTY.

5. MEMBERS' MEETINGS. The BYLAWS shall provide for an Annual Meeting of the MEMBERS of the MASTER ASSOCIATION and may make provision for special meetings of the MEMBERS.

ARTICLE V DIRECTORS

1. NUMBER. The affairs of the MASTER ASSOCIATION shall be managed by a BOARD consisting of not less than three (3) Directors, and which shall always be an odd number. The number of Directors shall be determined in accordance with the BYLAWS; in the absence of such determination, there shall be three (3) Directors.

2. ELECTION AND APPOINTMENT. The Directors of MASTER ASSOCIATION shall be elected by the MEMBERS, except that DECLARANT shall have the right to appoint all Directors of the MASTER ASSOCIATION for so long as the DECLARANT owns any LOT or any of the SUBJECT PROPERTY, provided DECLARANT may waive its right to appoint members of the BOARD, either partially or as to all BOARD members, at any time in its sole discretion, in which event the MEMBERS of the MASTER ASSOCIATION shall elect persons to fill the vacancy(s) created by the DECLARANT's actions. If the DECLARANT has relinquished control of a majority of the members of the BOARD, DECLARANT shall not

thereafter have the right to regain or otherwise control the election of a majority of the BOARD but may appoint one or more minority members of the BOARD for so long as it owns a LOT or any of the SUBJECT PROPERTY.

3. AUTHORITY OF BOARD. Except as may be delegable by the Board to Standing Committees pursuant to the MASTER DECLARATION, the BYLAWS and S.617.0825, Florida Statutes, all of the duties and powers of the MASTER ASSOCIATION existing under Chapter 617 of the Florida Statutes, the MASTER DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the MEMBERS only when specifically required.

4. REMOVAL. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS, however, any Director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be filled by the DECLARANT if, at the time such vacancy is to be filled, the number of remaining Directors appointed by the DECLARANT is less than the maximum number of Directors which may, at that time, be appointed by the DECLARANT as set forth above.

5. INITIAL BOARD MEMBERS. The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Howard P. Horton
4127 Bee Ridge Road
Sarasota, Florida 34233

Rex S. Horton
4127 Bee Ridge Road
Sarasota, Florida 34233

John D. Dumbaugh
1900 Ringling Blvd.
Sarasota, Florida, 34236

ARTICLE VI OFFICERS

The Officers of the MASTER ASSOCIATION shall be a President, Vice President, Secretary, Treasurer and such other Officers as the BOARD may from time to time by resolution create. The Officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names and addresses of Officers who shall serve until their successors are designated by the BOARD are as follows:

President: Rex S. Horton, 4127 Bee Ridge Road, Sarasota, Florida 34233
Vice President: Howard P. Horton, 4127 Bee Ridge Road, Sarasota, Florida 34233
Secretary: Rex S. Horton
Treasurer: Rex S. Horton

ARTICLE VII INDEMNIFICATION

1. NATURE OF ACTION. The MASTER ASSOCIATION shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer or committee member of the MASTER ASSOCIATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the MASTER ASSOCIATION; and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the MASTER ASSOCIATION, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of this provision, to provide the most comprehensive indemnification possible to the Officers, Directors and committee members of the MASTER ASSOCIATION, as permitted by Florida law.

2. EXTENT OF INDEMNITY. To the extent that a Director, Officer, or committee member of the MASTER ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. TIME FOR PAYMENT. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the MASTER ASSOCIATION in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the MASTER ASSOCIATION as authorized in this Article, or as otherwise permitted by law.

4. NOT EXCLUSIVE RIGHT. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled

under any BYLAW, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, committee member of the MASTER ASSOCIATION and shall inure to the benefit of the heirs and personal representatives of such person.

5. PURCHASE OF INSURANCE. The MASTER ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the MASTER ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provisions therein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

6. AMENDMENT. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE VIII BYLAWS

1. ADOPTION AND AMENDMENT. The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded in the manner provided in the BYLAWS.

2. AMENDMENT RECORDING. Upon the approval of an amendment to the BYLAWS, a copy shall be recorded in the Public Records of Sarasota County as an exhibit to an Amendment to the MASTER DECLARATION.

ARTICLE IX AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. PROCEDURE. A majority of the BOARD, or MEMBERS having not less than twenty (20%) percent of the votes of the entire membership of the MASTER ASSOCIATION, may adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the MEMBERS, which may be the Annual or a special meeting.

2. NOTICE. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each MEMBER entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of meetings of MEMBERS.

3. VOTE REQUIREMENTS. At such meeting, a vote of the MEMBERS entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the MASTER ASSOCIATION, except an amendment changing or deleting a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and MEMBERS required to take action under the quorum and voting requirement provided in the section being amended.

4. NUMBER. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. WRITTEN AGREEMENT. If all of the Directors and all of the MEMBERS eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

6. DECLARANT'S UNILATERAL RIGHTS. In addition to the above, so long as DECLARANT appoints a majority of the Directors of the MASTER ASSOCIATION, DECLARANT shall be entitled to unilaterally amend these ARTICLES and the BYLAWS, and no vote of the MEMBERS shall be necessary. Further, for so long as the DECLARANT owns any LOT or part of the SUBJECT PROPERTY, no amendment to these Articles shall be effective, unless DECLARANT joins in the execution of the amendment.

7. AMENDMENT RECORDING. Upon the approval of an amendment to these ARTICLES, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a certified copy shall be recorded in the Public Records of Sarasota County as an exhibit to an Amendment to the MASTER DECLARATION.

ARTICLE X TERM

The MASTER ASSOCIATION shall have perpetual existence unless and until dissolved as provided by law.

ARTICLE XI INCORPORATOR

The name and street address of the Incorporator is:

Howard P. Horton
4127 Bee Ridge Road
Sarasota, Florida 34233

ARTICLE XII
INITIAL REGISTERED OFFICE ADDRESS AND
NAME OF INITIAL REGISTERED AGENT

The street address of the initial Registered Office of the MASTER ASSOCIATION is 4127 Bee Ridge Road, Sarasota, Florida. The Initial Registered Agent of the MASTER ASSOCIATION at that address is Richard M. Fischer.

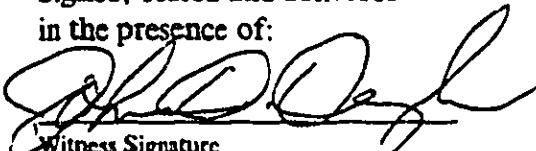
ARTICLE XIII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

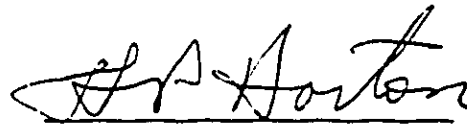
(a) No contract or transaction between the MASTER ASSOCIATION and one or more of its Directors or Officers, or between the MASTER ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director, or Officer of the MASTER ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.


(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the Incorporator and the Initial Registered Agent have executed these ARTICLES this day 28th of May, 1996.

Signed, sealed and delivered
in the presence of:


Witness Signature
John D. Dumbaugh
Print Witness Name

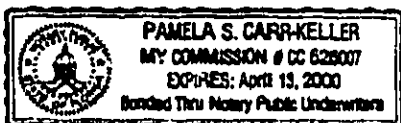

Howard P. Horton


Witness Signature
PAMELA S. CARR-KELLER
Print Witness Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of MAY, 1996, by **HOWARD P. HORTON**, as Incorporator of **BARTON FARMS ASSOCIATION, INC.**, a Florida corporation not for profit, for and on behalf of the corporation, who is ☒ personally known to me; or ☐ has produced _____ as identification.

Pamela S. Carr-Keller
Notary Public, Sarasota County, FL



Name of Acknowledger Printed or Stamped

My Commission Expires: _____
Serial No: _____

Having been named to accept service of process for the above Corporation at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

[Signature]
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of May, 1996, by **Richard M. Fischer**, as Registered Agent for **BARTON FARMS ASSOCIATION, INC.**, a Florida corporation not for profit, for and on behalf of the corporation, who is ☒ personally known to me; or ☐ has produced _____ as identification.

Holly C. McIntyre
Notary Public, Sarasota County, FL

Holly C. McIntyre
Name of Acknowledger Printed or Stamped

My Commission Expires: 4/10/2000

Serial No: CC 546813

