

ARTICLES OF INCORPORATION

OF

EMERALD GARDENS HOMEOWNERS' ASSOCIATION, INC.

A NONPROFIT CORPORATION

The undersigned natural person of legal age, a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (called the association) is EMERALD GARDENS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows:

NW 1/4 of the SE 1/4 of Section 2 and the West 43' of Lot 3, Block 4, Section 2, T-37-S, R-18-E Bee Ridge Farms Subdivision, as per plat thereof recorded in Plat Book A, Page 40, Public Records of Sarasota County, Florida,

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the

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association for such purpose.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Restrictions (the declaration) applicable to the subdivision and to be recorded in the public records of Sarasota County, Florida;

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

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

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of the members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or

utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two thirds of the members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two thirds of the members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V

The street address of the initial registered office of the association is 4920 Fruitville Road, Sarasota, Florida 34232, and the name of its initial registered agent at such address is Wen Y. Chung.

ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants

of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VII

VOTING RIGHTS: The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Developer and shall be entitled to three votes for each Lot owned. The class B membership shall cease and be converted to Class A membership upon the sale by the Developer of 90% of the lots contained in Emerald Gardens Subdivision.

ARTICLE VIII

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

Wen Y. Chung
1247 Sea Plume Way
Sarasota, FL 34242

Lee-En Chung
1247 Sea Plume Way
Sarasota, FL 34242

Filic M. Chung
1247 Sea Plume Way
Sarasota, FL 34242

The number may be increased or decreased as provided in the Bylaws but shall never be less than three.

ARTICLE IX

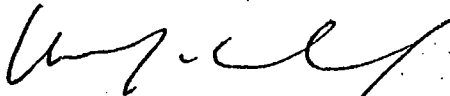
On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE X

The name and street address of the incorporator is:

Wen Y. Chung
4920 Fruitville Rd.
Sarasota, FL 34232

Executed at Sarasota, Florida, on April 12th, 1989.



Wen Y. Chung

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take

acknowledgments, personally appeared WEN Y. CHUNG to me known to be the person described in and who executed the foregoing and acknowledged the execution thereof for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 12th day of April, 1989.

Carol Jean Haulik
Notary Public

