Note that the following was converted from scanned filings with the Secretary of State. They are provided in order to provide a consolidated version of what is believed to be the original document as amended. The only official documents are those actually on file in the office of the Secretary of State.

ARTICLES OF INCORPORATION

OF

THE LANDINGS HOMEOWNERS ASSOCIATION, INC.

(A Corporation Not For Profit)

(*as amended*)

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:

THE LANDINGS 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 lots located within that portion of "The Landings" known and referred to as "The Landings – Unit One" (hereinafter referred to as the "Subdivision"), as per plat thereof to be recorded in the Public Records of Sarasota County, Florida.

B. To maintain the limited common areas, if any, of the Subdivision for which the obligation to maintain and repair has been delegated to the Association.

C. To represent all of the members of the Association at meetings of The Landings Management Association, Inc., a Florida corporation not for profit organized to manage and administer the use of certain areas set aside for the common use and benefit of all owners in The Landings.

D. [Deleted].[1]

E. To provide such services as may be dee$_1$ned necessary or desirable by the Board of Directors of the Association and, to acquire such capital improvements and equipment as may be related thereto.

F. 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.

G. 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 lots in the Subdivision and the Declaration of Maintenance Covenants applicable to 'The Landings."

H. To operate without profit and for the sole and exclusive benefit of its members.

---

[1] Amended March 26, 1992.

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 neccssary or expedient for carrying on any and all of the activities of the Association and pursuing any and all 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 in the Subdivision which are subject to assessment pursuant to the aforesaid Declaration of 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 arid a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

C. To place liens against any lots in the Subdivision 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 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, and the terms and provisions of the aforesaid Declaration of 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[2]

MEMBERS

The members of this Association shall consist of all of the owners of Lots 1–60, inclusive, and Lots 70–229, inclusive, in the Subdivision. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots. Owners of Lots 61–69, inclusive, in the Subdivision shall not be members of this Association.

[2] Amended March 19, 1990

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 member 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

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each lot in which he holds a fee simple ownership. When more than one person holds such interest in any one lot, all such persons shall be members and the vote attributable to such lot may be cast by any of such joint owners. In the event more than one of the joint owners attempts to cast the vote to which their lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of said Declaration of Restrictions, said Declaration of Maintenance Covenants, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

ARTICLE VI

BOARD OF DIRECTORS[3]

A. The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) Directors. The number or 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 (3) or more than nine (9) Directors. The Directors shall be members of the Association, but need not be residents of the State of Florida.

B. All Directors shall be elected by the members. Elections shall be by plurality vote. Any elected Director may be removed from office with or without cause by majority vote of the members but not otherwise.

C. All directors shall serve f or terms of two years in accordance with the provision of the Bylaws, except that one less then a majority of the directors elected in 1990 shall serve for one year. The terms shall be staggered thereafter, a bare majority to expire in even–numbered years and one less than a majority in odd–numbered years.

---

[3] Amended March 26, 1992.

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, an Assistant 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 (or Assistant 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 (1) year in accordance with the procedure set forth in the Bylaws.

B. [Deleted].[4]

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[5]

AMENDMENT TO ARTICLES OF INCORPORATION

Amendment to these Articles may be proposed by a resolution of the Board of Directors and presented to the members for approval. No amendment of these Articles shall be effective without approval of at least two-thirds majority vote of the members represented at any meeting of the members duly called and at which a quorum is present.

ARTICLE XI[6]

REGISTERED OFFICE AND REGISTERED AGENT

The Corporation may maintain offices and transact business in such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Registered Agent of the Corporation shall be designated by the Board of Directors.

---

[4] Amended March 26, 1992.

[5] Amended March 26, 1992.

[6] As amended March 26, 1992.

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 said Declaration of Restrictions, as the same may be supplemented or modified by the provisions of the Association Articles and Bylaws. Accordingly, 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 lots in the Subdivision, 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[7]

THE LANDINGS MANAGEMENT ASSOCIATION, INC.

A. All of the lots subject to assessment by this Association are also subject to assessment by The Landings Management Association, Inc. ("Management Association"). It shall be the duty of this Association, as a neighborhood property owners' association pursuant to the provisions of the Declaration of Maintenance Covenants, to perform duties as may be assigned to it under the terms of said Declaration of Maintenance Covenants, in accordance with the procedures stated therein.

B. The Association shall be represented in the affairs of the Management Association by the President of the Association and/or such other officers, directors, or members from time to time designated by the Board of Directors. The aforesaid representative of the Association shall not consent, on behalf of the Association, to any (1) amendment of said Declaration of Maintenance Covenants; or (2) any amendment to the Articles of Incorporation or Bylaws of the Management Association; or (3) any agreement, if such amendment or agreement shall substantially alter the financial relationship or reallocate maintenance obligations between the Association and the Management Association, or which alters voting rights of the Association's representatives to the Management Association, without first having obtained approval of said amendment or agreement by at least two-thirds, majority vote of the members at any meeting of the members duly called and at which a quorum is present.

ARTICLE XIV[8]

SUBSCRIBERS

[Deleted]

ARTICLE XV

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 (including appellate proceedings), reasonably incurred in connection with any proceeding 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

---

[7] As amended March 26, 1992.

[8] As amended March 26, 1992.

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 XVI

DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the aforementioned Declaration of Restrictions, the Association may be dissolved upon a resolution to that effect being approved by two–thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the ‘time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes (1979), or any statute of similar import 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) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots subject to assessment 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 day of January_____, 1980.