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ORDER DATE: September 25, 2000

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ORDER NO. : 842485-015

CUSTOMER NO: 5801A

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CUSTOMER: Christopher J. Shields, Esq
Pavese Haverfield Dalton
Harrison & Jensen, L.l.p.

1833 Hendry Street
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: BRISTOL BAY COMMONS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
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**ARTICLES OF INCORPORATION
OF
BRISTOL BAY
COMMONS ASSOCIATION, INC.**

FILED
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Pursuant to Section 617.01201, Florida Statutes (1999), these Articles of Incorporation are created by Christopher J. Shields, 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is Bristol Bay Commons Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 13891 Jetport Loop, Suites 9 & 10, Fort Myers, Florida 33912.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of providing an entity for the ownership, maintenance and operation of certain recreational and other common facilities serving the Members with Bristol Bay. For the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles and a Declaration of Covenants to be recorded in the Public Records of Lee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) To own, acquire and convey land, and to operate, maintain and manage those lands owned or to be owned by the Commons Association and such other lands which the Commons Association is responsible to maintain, including the land described in Exhibit "B" to the Declaration of Covenants.

(B) To operate, maintain, manage and keep in good repair, improvements and amenities upon lands owned by the Commons Association and upon lands which the Commons Association is responsible to maintain for the use of the Commons Association's Members and their respective unit owners.

(C) To make available to the Members of the Commons Association and their respective unit owners, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the Members and their respective unit owners.

(D) To assess against the Members of the Commons Association, fees for the operation and maintenance of the Commons Association property in order to enable the Commons Association to perform its purposes as set forth in the Declaration of Covenants herein and in the Bylaws of the Commons Association, and such other purposes as may be allowed by law.

(E) To borrow or raise money for any of the purposes of the Commons Association and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Commons Association.

(F) To participate in mergers and consolidations with other non-profit corporations organized for the operation of property within or without the Bristol Bay Complex, or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of all of the Members.

ARTICLE IV

MEMBERSHIP:

(A) The Members of this Commons Association shall be any and every Florida corporation not for profit which is created for the purpose of operating any residential neighborhood located within the Bristol Bay Complex. If any Member is voluntarily dissolved, that Association's membership shall be transferred to another corporation, or to a trustee, which shall have and exercise such Association's membership rights, obligations and privileges as long as this Commons Association exists.

(B) Whenever a vote of the Members is required, each Member shall be entitled to one (1) vote in Commons Association matters for each dwelling unit it operates. The manner of exercising voting rights shall be as set forth in the Bylaws.

(C) The share of a Member in the funds and assets of the Commons Association cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the Association operates.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

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

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests, and shall be

(B) **Procedure.** A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in Section 3.11 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) **Effective Date.** An amendment becomes effective upon filing with the Secretary of State and retarding a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting after the annual meeting of the Members and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association shall be:

President	Thomas Drumm 13891 Jetport Loop Suites 9 & 10 Fort Myers, FL 33912
Vice President	Donald Maudlin 13891 Jetport Loop Suites 9 & 10 Fort Myers, FL 33912
Secretary/Treasurer	Kirk Knowles 13891 Jetport Loop Suites 9 & 10 Fort Myers, FL 33912

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

1833 Hendry Street
Fort Myers, Florida 33901

The initial registered agent at said address shall be:

Christopher J. Shields

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.
- (C) A transaction from which the Director or officer derived or sought to derive an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for

human rights, safety or property, in an action by or in the right of someone other than the association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

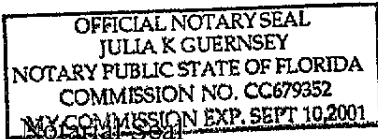
In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 20 day of SEPTEMBER, 2000.

By: [Signature]
Christopher J. Shields

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20 day of SEPTEMBER, 2000, by Christopher J. Shields, who is personally known to me or did produce _____ as identification.



[Signature]
Notary Public
JULIA K. GUERNSEY
Print name

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Bristol Bay Commons Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

[Signature]
Christopher J. Shields

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