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May 11, 2001

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-05414-81-01123-821
*****78.75 *****78.75

Bonita Springs, FL

Re: CIELO CONDOMINIUM ASSOCIATION, INC.

Bond, Schoeneck & King, LLP
Albany, NY
Buffalo, NY
Oswego, NY
Syracuse, NY
Overland Park, KS

Gentlemen:

Enclosed herein please find the following with respect to the above captioned not-for-profit corporation:

Original and one copy of the Articles of Incorporation, together with
Registered Agent Certificate

Also enclosed is our check in the amount of \$78.75 to be applied as follows

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
	\$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 14 PM 12:07

FILED

The certified copy of the Articles of Incorporation should be returned to the undersigned.

If you have any questions concerning the enclosed, please do not hesitate to contact the undersigned.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

AJ Catalano
Anthony J. Catalano

AJC:mjs
Enclosures

cc: Mr. Richard J. Baker

F. CHESSEN MAY 1 8 2001



ARTICLES OF INCORPORATION
OF
CIELO CONDOMINIUM ASSOCIATION, INC.

FILED
01 MAR 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be CIELO CONDOMINIUM ASSOCIATION, INC. whose address is 4200 Gulf Shore Boulevard North, Naples, FL 34103. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

DURATION

The duration of the Association shall be perpetual.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes for the operation of:

CIELO, a Condominium,

located upon the following lands in Lee County, Florida:

Tract 105A, Bonita Bay Unit Fifty-One, Plat Book 68, Pages 15 through 16, Public Records of Lee County, Florida, containing 6.50 acres of land more or less, subject to easements and restrictions of record.

ARTICLE IV

MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4001 Tamiami Trail North, Suite 404, Naples, FL 34103, and the name of the initial registered agent of this corporation at that address is Anthony J. Catalano.

ARTICLE VI

BOARD OF DIRECTORS

The number of persons constituting the Board of Directors and the manner of their election shall be as stated in the bylaws.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:


NAME	ADDRESS
RICHARD J. BAKER	4200 Gulf Shore Boulevard North Naples, FL 34103

ARTICLE VIII

INDEMNIFICATION

To the extent permitted under Florida Statutes, every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. 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.

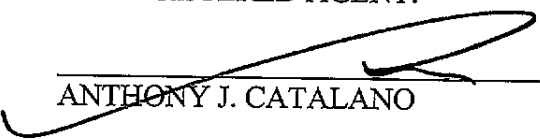
IN WITNESS WHEREOF, the subscribers have affixed their signatures this 10th day of May, 2001.



RICHARD J. BAKER

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR CIELO CONDOMINIUM ASSOCIATION, INC. AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



ANTHONY J. CATALANO

DATE: May 10, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 14 PM 12:07

FILED