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AUTHORIZATION : *Patricia Pigute*

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ORDER NO. : 408013-010

CUSTOMER NO: 9725B

CUSTOMER: Ms. Kathy Famulare
Roetzel & Andress

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

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WHITE SAND VILLAS CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

WHITE SAND VILLAS CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the undersigned, as Incorporator creates these Articles of Incorporation for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is White Sand Villas Condominium Association, Inc., and its address is c/o Steven M. Falk, Esq., Roetzel & Andress, 850 Park Shore Drive, Naples, FL 34103.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of White Sand Villas, a Condominium, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws; and it shall have all of the powers and duties reasonable necessary to operate the Condominium pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Declaration of Condominium.

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EXHIBIT "C" to Declaration, Exhibit 3 to Prospectus

- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act and the Governing Documents.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws, except that prior to the recording of the Declaration of Condominium for White Sand Villas, a Condominium, the sole member of the Association shall be White Sand Villas Development, LLC.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

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ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Except for Directors appointed by the Developer (as defined in the Declaration of Condominium) 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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Robert W. Boykin
45 W. Prospect Ave. Suite 1500
Cleveland, Ohio 44115-1039

Richard C. Conti
45 W. Prospect Ave. Suite 1500
Cleveland, Ohio 44115-1039

Andrew C. Alexander
45 W. Prospect Ave. Suite 1500
Cleveland, Ohio 44115-1039

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The initial Officers are as follows:

Richard C. Conti - President
Robert Boykin - Vice President
Mark Bishop - Vice President
Andrew C. Alexander- Secretary
Paul A. O'Neil -Treasurer

ARTICLE VIII

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 a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Vote Required. Prior to the transition of control of the Association by the Developer to unit owners other than the Developer, these Articles may be amended by the Developer. Subsequent to turnover, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as Developer owns a unit, no amendment to these Articles shall be deemed effective without Developer's prior written consent, which consent may be denied in Developer's absolute discretion, provided, further, that regardless of whether Developer owns a Unit, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit or which materially interferes with the Condominium's use as a "hotel condominium".
- (C) Certificate: Recording. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by the Condominium Act.

ARTICLE IX

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 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 judgement or other final adjudication establishes that his actions or omissions to act

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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 judgement 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 his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves 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.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is:

Andrew C. Alexander
45 W. Prospect Ave. Suite 1515
Cleveland, Ohio 44115-1039

ARTICLE XI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Office of the Association and the name and address of its Registered Agent shall be:

Steven M. Falk, Esq.
Roetzel & Andress
850 Park Shore Drive
Naples, FL 34103

WHEREFORE, the Incorporator has caused these presents to be executed this 15th day of June, 2001.


ANDREW C. ALEXANDER, INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

WHITE SAND VILLAS CONDOMINIUM ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

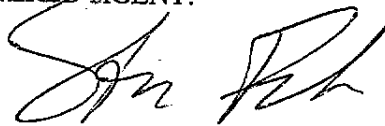
Steven M. Falk, Esq.
Roetzel & Andress
850 Park Shore Drive
Naples, FL 34103



RICHARD C. CONTI, PRESIDENT

DATE 6/15/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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.



STEVEN M. FALK, ESQ.

6/15/01
DATE

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