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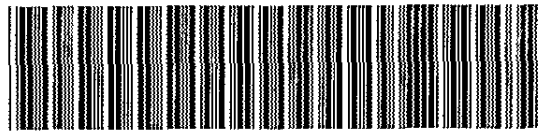
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**CAPITAL CONNECTION, INC.**

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Northridge at Shadow Wood  
Neighborhood Association Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
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Signature \_\_\_\_\_

Requested by:

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ARTICLES OF INCORPORATION  
NORTHRIDGE AT SHADOW WOOD NEIGHBORHOOD ASSOCIATION, INC.

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In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned who is of full age, does hereby certify:

The name of this corporation is NORTHRIDGE AT SHADOW WOOD NEIGHBORHOOD ASSOCIATION, INC.

The office of the association is located at 27300 Riverview Center Boulevard, Suite 201, Bonita Springs, FL 34134.

The name and address of the Registered Agent is Robert Bachman.

The terms used in these Articles shall have the definitions as provided in Article I of Declaration of Covenants, Conditions and Restrictions for NORTHRIDGE AT SHADOW WOOD NEIGHBORHOOD ASSOCIATION, INC. (the "Declaration").

ARTICLE II  
PURPOSE AND POWERS OF THE ASSOCIATION

This Association is formed to provide for maintenance and preservation of the Lots and Common Areas within that certain tract of property (hereinafter the "Property" or "Properties") located in Lee County, Florida, known as "NORTHRIDGE AT SHADOW WOOD" pursuant to the provisions of the Declaration, and to promote the betterment of the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association; and, in furtherance of those purposes, to:

A. Exercise all of the powers and perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the Property, to be recorded in the Public Records of Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with the consent of two-thirds (2/3) of the Members entitled to vote, mortgage, pledge, deed in 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 any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members;

F. Exercise any powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida may exercise;

G. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Owners of the Property.

H. Enter into contracts for operational and maintenance services for the Common Areas and the management of the Association.

I. Cooperate with the Community Association in carrying out its responsibilities under the Community Declaration.

### ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a Lot in NORTHRIDGE AT SHADOW WOOD, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

### ARTICLE IV VOTING RIGHTS

The Association shall have two (2) classes of voting Memberships:

1. Class A. Class A Members shall be all of those owners of a Lot subject to the Declaration. Each Class A Member shall have one (1) vote for each lot owned by such Class A Member.

2. Class B. There shall be one (1) Class B Member, the Developer, McGarvey Custom Homes, LLC, a Florida limited liability company, or its assigns. The class B Member shall have one (1) vote for each Lot subject to the Declaration, plus one (1).

The By-Laws may establish procedures for voting when title to a unit is held in the name of a corporation or more than one (1) person or entity.

The Class B Membership shall terminate upon the earlier of:

(i) Three months after 90% of the maximum number of Lots which may be constructed on all of the property subjected to the Declaration have been conveyed to Class A Members; or

(ii) When, in its discretion, Developer so declares in a recorded instrument.

Upon termination of the Class B Membership, Developer shall be a Class A Member entitled to Class A votes for each Lot which it owns.

#### ARTICLE V BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) Members who shall be appointed by the Developer. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

John S. McGarvey	Address: 27300 Riverview Center Boulevard Suite 201 Bonita Springs, FL 34134
Daniel F. Gerner	Address: 27300 Riverview Center Boulevard Suite 201 Bonita Springs, FL 34134
Robert W. D'Angelo	Address: 27300 Riverview Center Boulevard Suite 201 Bonita Springs, FL 34134

After turnover of control of the Association, the Board shall consist of at least three Members, who shall be elected by the Members in the manner determined by the By-Laws.

#### ARTICLE VI INDEMNIFICATION

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorneys' 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. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

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.

#### ARTICLE VII DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

#### ARTICLE VIII AMENDMENTS

Subject to the rights of Developer as provided in the Bylaws of the Corporation, amendments of these Articles shall require the consent of two-thirds (2/3) of the Members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the Members as provided in the Declaration. Amendments to the By-Laws may be made at a regular or special meeting of the Members or by a vote of a majority of a quorum of the voting representatives present in person.

#### ARTICLE IX NOT FOR PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the Members, directors or officers.

ARTICLE X  
OFFICERS

There shall be a President, Vice-President and Secretary/Treasurer of the Corporation. The initial officers of the corporation are as follows:

PRESIDENT	John S. McGarvey
VICE-PRESIDENT	Daniel F. Gerner
SECRETARY/TREASURER	Robert W. D'Angelo


ARTICLE XI  
INCORPORATOR

The name and address of the incorporator is:

John S. McGarvey

Address: 27300 Riverview Center Boulevard  
Suite 201  
Bonita Springs, FL 34134

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association, has executed these articles of Incorporation this 25 day of November, 2002.


  
\_\_\_\_\_  
John S. McGarvey

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25 day of November, 2002, by John S. McGarvey, who is personally known to me or has produced \_\_\_\_\_ as identification.



Kristin Slobodzian  
My Commission DD092815  
Expires February 17 2006

  
\_\_\_\_\_  
Notary Public  
Printed Name Kristin Slobodzian

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That NORTHRIDGE AT SHADOW WOOD NEIGHBORHOOD ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Lee, State of Florida, has named Robert Bachman, of WBG Southwest Florida, Inc., with an address of 21700 Old 41 Road, Bonita Springs, FL 34135, as its registered agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Robert Bachman

S:\WML&M FILES\McGarvey Development\Parcel Y, The Brooks\McGarvey Custom Homes\Articles

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