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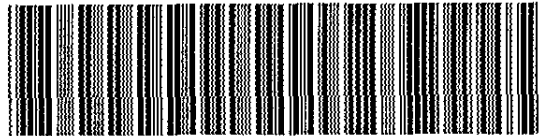
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ACCOUNT NO. : 072100000032

REFERENCE : 868806 82724A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 2002

ORDER TIME : 11:52 AM

ORDER NO. : 868806-005

CUSTOMER NO: 82724A

CUSTOMER: Ms. Diane Whitacre
Conroy Coleman & Hazzard, P.a.

2640 Golden Gate Boulevard
Suite 115
Naples, FL 34105

DOMESTIC FILING

NAME: GRAND BAY PLAZA PROPERTY
OWNER'S ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

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CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

GRAND BAY PLAZA PROPERTY OWNER'S ASSOCIATION, INC.
(A Corporation Not for Profit)

In order to form a corporation under the provisions of chapter 617 of laws of the State of Florida for a formation of a corporation not for profit, I, the undersigned, hereinafter referred to as "Developer", hereby create a corporation for the purpose and with the powers herein mentioned.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, herein called the "Association" is Grand Bay Plaza Property Owner's Association, Inc., and its address is 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity to administer, manage and operate Grand Bay Plaza, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. 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, except as limited or modified by these Articles, the Grand Bay Plaza Declaration of Easements, Covenants and Restrictions (The "Declaration"), or the By-Laws of this Association, and it shall have all the powers and duties reasonably necessary to operate the Grand Bay Plaza pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- A. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without limitation entry medians, parking areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the South Florida Water Management District or any other governmental agency.

- C. To purchase insurance upon the Common Areas for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further capital improvements or additions to the Properties.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association.
- G. To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association.
- I. To borrow or raise money for any proposes of the Association, 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 Association.

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 Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

- A. The Members of the Association shall consist of all record owners of a fee simple interest in one or more Sites in Grand Bay Plaza, excluding those who hold such

interest merely as the security for the performance of an obligation, and as further provided in the By-Laws.

- B. Change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.
- C. 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 fee simple interest in a Site.
- D. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual. In the event of dissolution, any portions of the Properties consisting of the surface water management system shall be conveyed to an appropriate agency or government. If not accepted, the system must be deeded to a Florida corporation not for profit which will accept responsibility.

ARTICLE V

BY-LAWS: The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

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

- A. Proposal: Amendments to these Articles may be proposed either by a majority of the whole Board of Directors or by a petition signed by voting members representing at least thirty (30%) percent of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the members not later than the next annual meeting for which the proper notice can be given.

- B. These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the owners of Sites present and voting at a special or annual meeting at which a quorum of one half (1/2) of the voting members has been established. Any such amendment may also be approved in writing by a majority of the voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.
- C. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS:

- 1.
 - A. While the Developer owns any units, all directors shall be appointed by the Developer.
 - B. The names and addresses of the initial Board of Directors are:

Richard A. Lauer
26811 South Bay Drive, Suite 350
Bonita Springs, Florida 34134

James A. Nashman
26811 South Bay Drive, Suite 350
Bonita Springs, Florida 34134

J. Thomas Conroy, III
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105
- 2.
 - A. After the Developer ceases to own any units, or at any time, at the sole option of Developer, all directors shall be elected by the unit owners.
 - B. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors and in the absence of such determination shall consist of three (3) Directors.

- C. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- D. The business of the Association shall be conducted by the officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and 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 proceedings) to which he may be a part 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 interest of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or Officer has 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 or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may be entitled.

ARTICLE IX

The principal office of the Association shall be located at 26811 South Bay Drive, Suite 350, Bonita Springs, Florida 34134, but the Association may maintain offices and transaction business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE X

The name and address of the subscriber to these Articles of Incorporation are as follows:

Richard A. Lauer
26811 South Bay Drive, Suite 350
Bonita Springs, Florida 34134

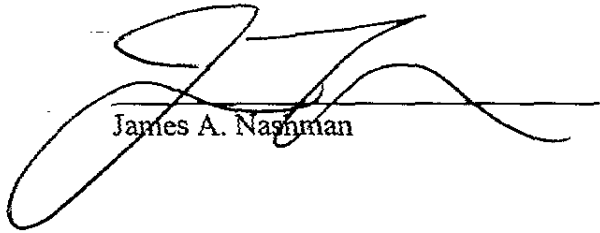
ARTICLE XI

The initial registered agent of the Association is J. Thomas Conroy, III and the street address of the initial registered office of the Association is 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

[Remainder of Page Intentionally Left Blank]

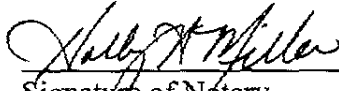
WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 17th day of Dec. 2002.

SUBSCRIBERS:


James A. Nashman

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 17th day of Dec. 2002 by James A. Nashman, who is personally known to me or who have produced _____ as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.


Signature of Notary

HOLLY A. MILLER
(Type or print Name of Notary)



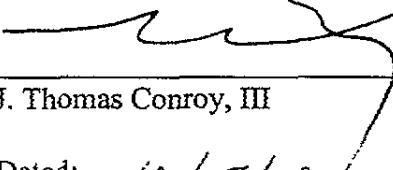
HOLLY A. MILLER
MY COMMISSION # DD 154244
EXPIRES: October 7, 2006
limited 11/01 Budget Notary Services

Commission No. _____

My Commission Expires _____

**Acceptance of Designation
Registered Agent/Registered Office**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



J. Thomas Conroy, III

Dated: 12/17/02

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