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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Tuscany Reserve Golf Club, Inc.

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H04000034567 3

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**ARTICLES OF INCORPORATION
OF
TUSCANY RESERVE GOLF CLUB, INC.
(A corporation not-for-profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation pursuant to the provisions of Chapter 617 Florida Statutes:

**ARTICLE I
NAME**

The name of the corporation shall be Tuscany Reserve Golf Club, Inc. (the "Corporation") and its duration shall be perpetual.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134 or, at such other place as may be designated from time to time, by the Board of Governors.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage as a non-profit organization to acquire, own and operate the golf, swim, fitness, social and other recreational facilities, to exercise all the powers and privileges and to perform all of the duties and obligations of the Corporation as defined and set forth in the Plan Documents (as defined in the Club Acquisition Agreement by and between WCI Communities, Inc. and the Corporation).

THIS DOCUMENT WAS PREPARED BY:

Richard G. Cherry, Esq.
CHERRY & EDGAR, P.A.
4400 PGA Boulevard, Suite 900
Palm Beach Gardens, Florida 33410
Telephone: (561) 471-7767
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Florida Bar No.: 0303860

H04000034567 3

H04000034567 3

ARTICLE IV
POWERS

The Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide. The Board of Governors shall have full authority to exercise powers of the Corporation subject to restrictions in the Bylaws or otherwise provided by law. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held in accordance with the provisions of the Bylaws. No part of the income, if any, of the Corporation shall be distributed to the members, governors, or officers of the Corporation.

ARTICLE V
MEMBERSHIP

The Corporation shall have no capital stock and shall be composed of members rather than shareholders. Qualification for, and acquisition of, membership in the Corporation shall be regulated by the Bylaws. Members of the Corporation shall have such voting rights as are provided in the Bylaws. A membership may be transferred only through the Corporation in accordance with the procedure set forth in the Bylaws. Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE VI
BOARD OF GOVERNORS

The affairs of the Corporation shall be managed by a Board of Governors consisting of not less than three (3) nor more than nine (9) governors. Governors shall be elected or appointed as provided in the Bylaws. The initial members of the Board of Governors as set forth below:

- Richard G. Newman, Jr. 24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134
- Edward Sanabria 24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134
- Marion A. Stewart, II 24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

H04000034567 3

H04000034567 3

ARTICLE VII
INDEMNIFICATION OF OFFICERS
GOVERNORS AND COMMITTEE MEMBERS

The Corporation shall indemnify its governors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested governors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, governor or committee member may be entitled.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation.

ARTICLE IX
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the equity memberships in the Corporation (including both issued and unissued memberships) in proportion to the value of their memberships.

ARTICLE X
AMENDMENT

Prior to the Turnover Date (as defined in the Club Acquisition Agreement), these Articles of Incorporation may be amended or altered by the Board of Governors at any regular or special meeting of the Board of Governors by a majority vote of all of the

H04000034567 3

H04000034567 3

members of the Board of Governors. Notwithstanding the foregoing, any amendment which is materially adverse to the rights of equity members must also be approved by a majority of the votes eligible to be cast by the equity members in person or by proxy at any duly called annual or special meeting of the members of the Corporation at which a quorum of the equity members is present either in person or by proxy.

After the Turnover Date, these Articles of Incorporation may be amended only by majority vote of all of the members of the Board of Governors and a majority of the votes cast by equity members in person or by proxy at any duly called annual or special meeting of the equity members at which a quorum of the equity members is present either in person or by proxy. Any notice for an equity membership meeting at which amendments to these Articles of Incorporation are to be voted upon shall contain a specific statement to that effect and shall include or attach the text of the proposed amendment.

ARTICLE XI CONSTRUCTION

In the event of any conflict between the terms of the Articles of Incorporation, the Bylaws or the rules and regulations, the following order of priority shall apply: the Articles of Incorporation, the Bylaws and the rules and regulations.

ARTICLE XII SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Vivien N. Hastings, Esq. 24301 Walden Center Drive
Suite 300
Bonita Springs, Florida 34134

ARTICLE XIII REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Vivien N. Hastings, Esq. and the street address of the registered office of the Corporation shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

H04000034567 3

H04000034567 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of February, 2004.

Vivien N. Hastings

Vivien N. Hastings, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

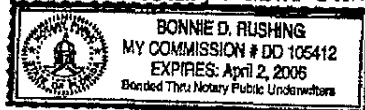
BEFORE ME, the undersigned authority, personally appeared Vivien N. Hastings, known to me and known by me and she acknowledged before me that she executed the foregoing Articles of Incorporation. She is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of February, 2004.

(Official Seal)

Bonnie D. Rushing

Notary Public State of Florida



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, VIVIEN N. HASTINGS, HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Vivien N. Hastings

Vivien N. Hastings

DATE: February 16th, 2004

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