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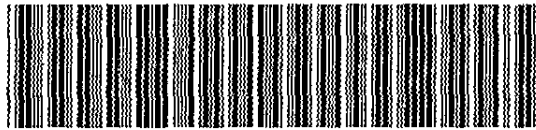
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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
SIESKY & WOOD, P.A.

JAMES H. SIESKY
DOUGLAS A. WOOD

PATRICIA J. POTTER

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102-5481

August 9, 2004

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

via Federal Express

Re: Villas of Burnt Store Isles I, Inc., a Florida non-profit corporation

To Whom It May Concern:

Enclosed, please find one original and one copy of the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$78.75 for filing fees related to same.

Please return the certified copy to me at your earliest convenience. Thank you.

Sincerely,



Wanda Quillinan
Legal Assistant

ARTICLES OF INCORPORATION
OF
VILLAS OF BURNT STORE ISLES I, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned by these Articles associate themselves for the purposes 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 VILLAS OF BURNT STORE ISLES I, INC., whose address is 5770 Shirley Street, Naples, Florida 34109. For convenience the corporation shall be referred to in the instrument as the Corporation.

ARTICLE II

PURPOSE:

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of VILLAS OF BURNT STORE ISLES I, a condominium.

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS:

The powers of the Corporation shall include and be governed by the following provisions:

3.1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2. The Corporation shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:

- a. Own and convey property;
- b. Require all the unit owners to be members;
- c. To make and collect assessments against members as units owners to defray the costs, expenses and losses of the condominium;
- d. Establish rules and regulations;
- e. To use the proceeds of assessments in exercise of its powers and duties;
- f. The maintenance, repair, replacement and operation of the condominium property; including, but not limited to, operating and maintaining the surface water management facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- g. The purchase of insurance upon the condominium property and insurance for the protection of the Corporation and its members as unit owners;
- h. The reconstruction of improvements after casualty and the future improvements of the property;
- i. To make and amend reasonable regulations respecting the use of the property in the condominium; provided however, that all such regulations and their amendments shall be approved by not less than two-thirds (2/3) of the voting membership.
- j. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the By-Laws;
- k. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation, and the regulations for the use of the property in the condominium;
- l. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation;
- m. Contract for services to provide for operation and maintenance of the surface water management system facilities if the Corporation contemplates employing a maintenance company;
- o. To contract for the management or operation of portions of the common elements susceptible to separated management or operation, and to lease such portions; and

p. To employ personnel to perform the services required for proper operation of the condominium.

q. Take any other action necessary for the purposes for which the Association is organized.

3.3. All funds and the title of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

3.4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

MEMBERS:

4.1. The members of the Corporation shall consist of all of the record owners of units in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

4.4. The owner of each unit shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

ARTICLE V

DIRECTORS:

5.1. The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination, shall consist of three directors.

5.2. Directors of the Corporation shall be elected at the annual meeting of 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.

5.3. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

DENNIS FRECHETTE
5770 Shirley Street
Naples, Florida 34109

MICHAEL DEL DUCA
5770 Shirley Street
Naples, Florida 34109

BEVERLY SPANGLER
5770 Shirley Street
Naples, Florida 34109

ARTICLE VI

OFFICERS:

The affairs of the corporation shall be administered by the officers designated by 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 Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President
DENNIS FRECHETTE
5770 Shirley Street
Naples, Florida 34109

Secretary/Treasurer
MICHAEL DEL DUCA
5770 Shirley Street
Naples, Florida 34109

ARTICLE VII

INDEMNIFICATION:

Every Director and every Officer of the Corporation shall be indemnified by the Corporation 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 Corporation, 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 Corporation. 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 VIII

BY-LAWS:

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by two-thirds (2/3) of the voting membership.

ARTICLE IX

AMENDMENTS:

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting, however, this agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum. Except as elsewhere provided,

a. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Corporation; or

b. By not less than 80% of the votes of the entire membership of the corporation.

9.3. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Charlotte County, Florida.

ARTICLE X

TERM:

The term of the corporation shall be perpetual. If this corporation is dissolved for any reason, the control or right of access to the property containing the surface water management system

facilities shall be conveyed or dedicated to an appropriate governmental unit or public entity. In the event an appropriate governmental unit or public entity does not accept the conveyance or dedication, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to this Corporation.

ARTICLE XI

SUBSCRIBERS:

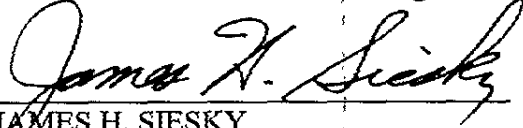
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

James H. Siesky
141 Caribbean Road
Naples, Florida 34108

Diane Toulouse
185 Grand Oaks Way, #105
Naples, Fla. 34110

Patricia J. Potter
1541 Vintage Lane
Naples, Florida 34104

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 9th day of August, 2004.


JAMES H. SIESKY

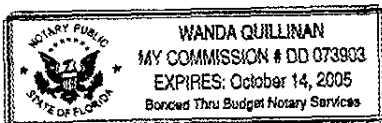

DIANE TOULOUSE


PATRICIA J. POTTER

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared JAMES H. SIESKY, DIANE TOULOUSE and PATRICIA J. POTTER to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 9th day of August, 2004.



(SEAL)


Notary Public - State of Florida

Personally Known X OR Produced Identification

Type of Identification Produced

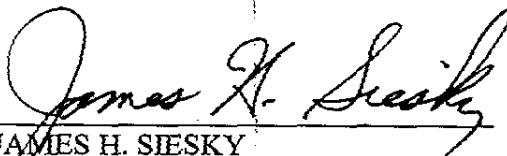
Wanda Quillinan

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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:

VILLAS OF BURNT STORE ISLES I, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Naples, County of Collier, State of Florida, has named JAMES H. SIESKY, located at 1000 Tamiami Trail North, Suite 201, City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this State.

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


JAMES H. SIESKY
Resident Agent

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