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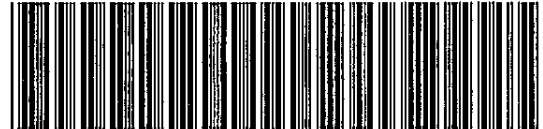
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CAPITAL CONNECTION, INC.

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*Heritage Bay Commons
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

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☐ Annual Report / Reinstatement

☒ Cert. Copy

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☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

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**ARTICLES OF INCORPORATION
OF
HERITAGE BAY COMMONS
ASSOCIATION, INC.**

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Pursuant to Section 617.01201, Florida Statutes (2003), these Articles of Incorporation are created by Charles Mann, 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

ARTICLE I

The name of this corporation is HERITAGE BAY COMMONS ASSOCIATION, INC., a not for profit corporation (the "Commons Association").

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Commons Association is organized for the purpose of providing an entity for the operation of a commercial planned development known as Heritage Bay Commons, located in Collier County, Florida.

The Commons 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 Commons Association shall be distributed or inure to the private benefit of any member, Director or officer of the Commons Association. For the accomplishment of its purposes, the Commons Association shall have all of the common law and statutory powers and duties of a Commons Association not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions or the Bylaws of this Commons Association, and it shall have all of the powers and duties reasonably necessary to operate the Development pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

- (A) To levy and collect assessments against all Members of the Commons Association to defray the costs, expenses and losses of the Commons Association, and to use the proceeds of assessments in the exercise of its power and duties.
- (B) To own, lease, maintain, repair, replace or operate the Common Areas
- (C) To purchase insurance upon the Common Areas for the protection of the Commons Association and its members.

- (D) To reconstruct improvements after casualty and to make further improvements of the Common Areas.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Commons Association.
- (F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the Bylaws of the Commons Association.
- (G) To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Commons 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 Commons Association.
- (H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.
- (I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Development, if they are intended to provide enjoyment, recreation or other use or benefit to the members.
- (J) To borrow or raise money for any purposes of the Commons Association; 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 evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation.
- (K) To be the responsible entity to operate and maintain the stormwater management system as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

Except as provided herein and in the Commons Declaration, all funds and title to all property acquired by the Commons Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

ARTICLE III

The Commons Association shall have perpetual existence.

ARTICLE IV

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the Declaration and/or the Bylaws of the Commons Association. Each and every owner of a Tract or Parcel in this subdivision shall be a member of this Association.

ARTICLE V

The street address of the initial principal office of this Commons Association is 10481 Six Mile Cypress Parkway, Fort Myers, Florida 33912. The name of the initial registered agent of this Commons Association is Charles Mann, and the address of the initial registered office is 1833 Hendry Street, Fort Myers, Florida 33901.

ARTICLE VI

The number of Directors shall initially consist of three (3) but may be increased pursuant to the Bylaws, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the Bylaws of the Heritage Bay Commons Association.

ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the Bylaws of the Commons Association shall hold office for the first year of existence of this Commons Association or until his or her successor is elected and has qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Deno Benetis	10481 Six Mile Cypress Parkway Fort Myers, Florida 33912
Russell Smith	10481 Six Mile Cypress Parkway Fort Myers, Florida 33912
Andy Paulet	10481 Six Mile Cypress Parkway Fort Myers, Florida 33912

ARTICLE VIII

The Commons Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Commons Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE IX

Bylaws of the Commons Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE X

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the Bylaws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XI

The Commons Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Commons Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Commons Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Commons Association, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

To the fullest extent permitted by Florida law, the Commons Association shall indemnify and hold harmless every Director and every officer of the Corporation 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 Commons Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established 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 Commons Association, in a proceeding by or in the right of the Commons Association to procure a judgment 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.
- (D) Wrongfully conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Commons Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Commons 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.

IN WITNESS WHEREOF, I CHARLES MANN, being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set our hands and seals this 28th day of

January

20 05

CHARLES MANN

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 28th day of JAN. 2005, by Charles Mann, who is personally known to me and did not take an oath.

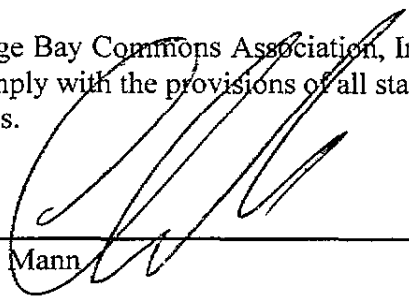


Leah R Teachout
My Commission DD371136
Expires November 11, 2008

(Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Heritage Bay Commons Association, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Charles Mann

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07-15-04

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