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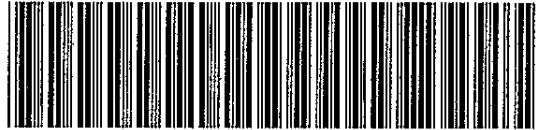
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PAVESE LAW FIRM

STEPHEN E. DALTON
(239) 336-6250
E-mail: StephenDalton@paveselaw.com

1625 HENDRY STREET, SUITE 201, FORT MYERS, FLORIDA 33901 | (239) 334-2195 | FAX (239) 334-8523

February 10, 2005

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

**Re: Turtle Cay of Pine Island Homeowners Association, Inc.
File No. 63495.002**

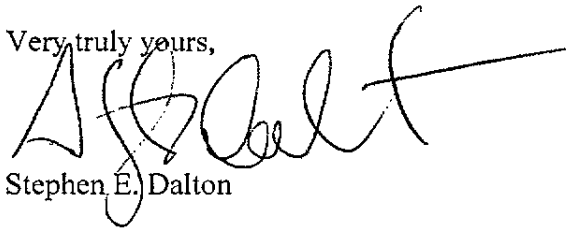
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$78.75, said check allocated as follows:

\$35.00 – filing fee
\$35.00 – registered agent fee
\$ 8.75 – certified copy

Please certify and return one copy of the Articles of Incorporation. Thank you for your cooperation in this matter.

Very truly yours,



Stephen E. Dalton

SED/as
Enclosures

cc: Mark Freeman

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ARTICLES OF INCORPORATION
OF
TURTLE CAY OF PINE ISLAND HOMEOWNERS ASSOCIATION, INC.

I, the undersigned acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of this corporation (hereinafter called Association) is TURTLE CAY OF PINE ISLAND HOMEOWNERS ASSOCIATION, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the Association will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association is **2300 McGregor Boulevard, Fort Myers, Florida 33901-3304**, and the mailing address is the same.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

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 Chapters 617 and 720 of the Florida Statutes. The Community Association is organized for the purpose of providing an entity for the operation of a residential planned development, located in Lee County, Florida.

The Community 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 Community Association shall be distributed or inure to the private benefit of any member, Director or officer of the Community Association. For the accomplishment of its purposes, the Community Association shall have all of the common law and statutory powers and duties of a Community Association not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions or the By-Laws of this Community Association, and it shall have all of the powers and duties reasonably necessary to operate the Community 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 Community Association to defray the costs, expenses and losses of the Community 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 Community 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 Community Association.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Community Association. However, the Association's right to sue any third party is limited in the manner described in the Declaration.

(G) To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Community 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 Community 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 Community, 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 Community 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 responsible in perpetuity for maintenance of the conservation areas, i.e., all preserved, restored, or created wetlands areas and uplands buffer zones; and to take action against owners, if necessary, to enforce the conditions of the conservation easements and permit issued by the South Florida Water Management District for the Community.

(L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

Except as provided herein, all funds and title to all property acquired by the Community 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 V MEMBERS

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 By-Laws of the Community Association. Each and every owner of a lot or living unit in this subdivision shall be a member of this Association.

ARTICLE VI DIRECTORS

The affairs of the Association will be managed by a Board of Directors consisting of three (3) members, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be less than three (3).

(a) TERMS OF OFFICE. Directors will generally serve a term of one (1) year each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new Directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the membership (including the Developer, as an Owner and as a member of the Corporation, by reason of being an Owner). Every Director elected will be either a member of the corporation, or, in the case of an entity member, an Officer, general partner or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) INITIAL CONTROL BY DEVELOPERS. Notwithstanding the other provisions contained in these Articles to the contrary, Developer will determine the number of Directors and appoint the members of the Board of Directors, whether or not such appointees are Owners, until the Developer either relinquishes that right, or there ceases to be Class B Members.

(d) The names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Mark Freeman	2300 McGregor Boulevard Fort Myers, Florida 33901-3304

ARTICLE VII
DECLARATION OF INTENTION.

The Incorporators and the Developer intend that the Association be eligible for treatment as a tax-exempt organization described in Section 528 of the Internal Revenue Code, as amended, or in the corresponding provisions of any subsequent legislation ("HOMEOWNERS ASSOCIATION").

(a) RESTRICTIONS ON ASSOCIATION'S ACTIVITIES. Notwithstanding any other provisions contained in these Articles, the Association may only engage in those activities, matters and things which Homeowners Associations so exempt from taxation are permitted to engage in.

(b) INTERPRETATION. The Articles of Incorporation of the Association will be construed and interpreted in a manner consistent with the requirements for Homeowners Associations to be tax-exempt. By way of illustration, Article XII will be construed and interpreted as prohibiting and not otherwise permitting any part of the net earnings of the Association to inure to the benefit of any private person other than as a direct result of the Association engaging in one or more exempt functions, as required by Treasury Regulation §1.528-7.

ARTICLE VIII
SUBSCRIBER

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

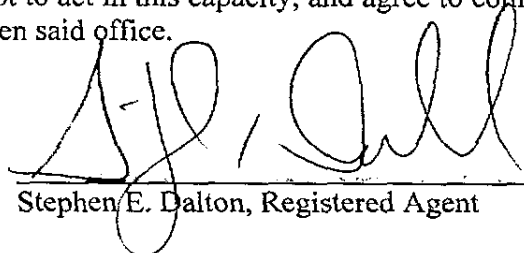
<u>Name</u>	<u>Address</u>
Mark Freeman	2300 McGregor Boulevard Fort Myers, Florida 33901-3304

ARTICLE IX
REGISTERED AGENT & OFFICE

The name of the Association's initial registered agent and its initial registered office is as follows:

Stephen E. Dalton 1833 Hendry Street
Fort Myers, FL 33901

Having been named to accept service of process for the above-stated 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.


Stephen E. Dalton, Registered Agent

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ARTICLE X
AMENDMENTS

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 By-Laws, 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 By-Laws, 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
DISSOLUTION

The Community 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 Community Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Community Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Community Association, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII
INDEMNIFICATION

To the fullest extent permitted by Florida law, the Community 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 Community 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 Community Association, in a proceeding by or in the right of the Community Association to procure a judgment in its favor.

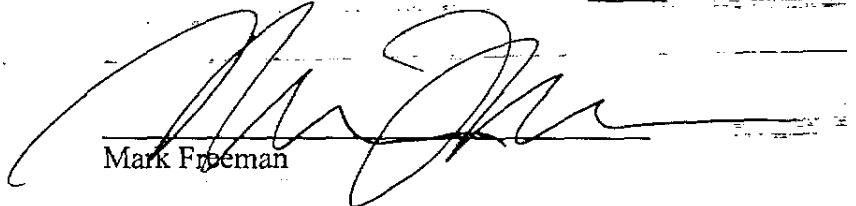
(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(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 Community 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 Community 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, the said subscriber has hereto set his hand and seal this 9
day of FEBRUARY, 2005.



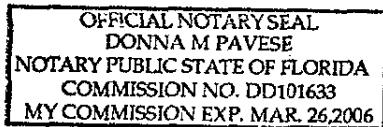
Mark Freeman

STATE OF FLORIDA
COUNTY OF LEE

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **Mark Freeman**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 9th day of February, 2005.

(Notary Seal)



Donna M Pavese
Notary Public, State of Florida
My commission No. is:
My commission expires

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