

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Trail Ridge Master Drainage Association, Inc.

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**ARTICLES OF INCORPORATION OF
TRAIL RIDGE MASTER DRAINAGE ASSOCIATION, INC.**

I. NAME AND ADDRESS

The name of this corporation shall be Trail Ridge Master Drainage Association, Inc. (sometimes hereinafter referred to as the "Association"). The address of the Association shall be Gateway Shoppes II, LLC, 8900 Keystone Crossing, Suite 1200, Indianapolis, IN 46240, or such other address as the Association may hereafter select.

II. DEFINITIONS

When used herein, the following terms shall have the meanings set forth below:

A. "Articles of Incorporation" shall mean the Articles of Incorporation of the Association, together with all modifications and amendment thereto.

B. "Association" shall mean Trail Ridge Master Drainage Association, Inc., a not-for-profit corporation organized under the laws of the State of Florida.

C. "Board" shall mean the duly elected or appointed Board of Directors of the Association.

D. "By-Laws" shall mean the duly adopted By-Laws of the Association, together with all modifications and amendments thereto.

E. "Conservation Easement" shall mean that certain Conservation Easement in favor of the South Florida Water Management District, which has been or shall be recorded in the Public Records of Collier County, Florida, together with all alterations, additions or changes thereto.

F. "Declaration" shall mean that certain Declaration of Basements and Assessments for the Association which has been or shall be recorded in the public records of Collier County, Florida, and all of the conditions, covenants, restrictions, easements, reservations, assessments, liens, standards and criteria set forth therein or adopted pursuant to the Declaration, together with all modifications and amendments thereto.

G. "Developer" shall mean Gateway Shoppes II, LLC, an Indiana limited liability company, organized under the laws of the State of Indiana, its successors and assigns, and Habitat for Humanity of Collier County, Inc., a Florida not-for-profit corporation, its successors and assigns, unless the context indicates otherwise.

H. "Director" shall mean a duly elected or appointed member of the Board.

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I. "Drainage Improvements" shall mean any surface water management facilities serving the Property, including, but not limited to, all inlets, ditches, swales, culverts, creek beds, streams, water control structures, retention and detention ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, wetland mitigation areas, underground lines or pipes, manholes, headwall, or similar facilities, including all lakes, retention areas, culverts and related appurtenances.

J. "Member" shall mean any person or entity meeting the criteria and qualifications necessary to become a member of the Association, as set forth in the Declaration and herein.

K. "Owner" shall mean the record owner, and if there is more than one (1) record owner, then all such record owners collectively, of fee simple title to any Parcel as disclosed by the Public Records maintained by the Clerk of the Circuit Court of Collier County, Florida.

L. "Parcel" shall mean any subdivided lot or parcel of land within the Property, whether improved or unimproved.

M. "Person" shall mean any individual, profit or nonprofit corporation, partnership, limited partnership, limited liability company, limited liability partnership, association, estate, trust or other entity. It shall not include Collier County or any other governmental agencies.

N. "Plat" shall mean any subdivision plat of all or any portion of the Property, which has been or shall be prepared by the Developer and recorded in the Public Records of Collier County, Florida, together with all alterations, additions or changes thereto or any replat of all or any portion of the Property by the Developer or any successor Developer or Owner of all or any part of the Property.

P. "Preservation Areas" shall mean the portions of the Property designated as "Preservation Areas" on the Plat which has been or shall be prepared by the Developer and recorded in the Public Records of Collier County, Florida, and which are subject to the Conservation Easement.

Q. "Property" shall mean the real property described in **Exhibit A**, attached hereto and incorporated herein.

R. "Trail Ridge" shall mean all or any portion of the Property.

III. PURPOSES

The general nature, objects and purposes for which the Association has been organized are as follows:

A. To perform all the functions, duties and obligations contemplated of the Association in the Declaration.

B. To operate the Association without profit for the benefit of its Members and Trail Ridge.

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C. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles or the By-Laws and that may be allowed by Chapter 617, Florida Statutes or any successor thereto.

IV. GENERAL POWERS

The general powers that the Association shall have are as follows:

- A. To own and convey real and personal property or interests therein.
- B. To hold funds for the benefit of the Members for purposes set forth in these Articles of Incorporation and in the By-Laws and Declaration.
- C. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized and to further the interests of the Owners.
- D. To establish procedures and policies relating to the governance and operation of the Association and the Drainage Improvements, including the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, as well as establishing procedures and policies relating to wetland mitigation, maintenance, and monitoring.
- E. To enter into contracts with such Persons as the Board deems necessary or appropriate to provide for the administration, operation and/or management of the Association.
- F. To delegate power or powers where such is deemed in the interest of the Association.
- G. To create, develop, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Drainage Improvements.
- H. To enter into, make, perform or carry out contracts and agreements of every kind with any Person to provide for operation and maintenance of the Drainage Improvements.
- I. To fix regular or special assessments to be levied upon the Owners of Parcels and against such Parcels to defray the costs, fees, and capital and non-capital expenditures of the Association and to effectuate the objectives and purposes of the Association, and to fix fines and other charges for the nonpayment of such dues, charges, fees or assessments or for the violation of the Articles of Incorporation, By-Laws, or Declaration, and to authorize the Board, in its discretion, to enter into, perform and carry out contracts or agreements with such Persons as are selected by the Board from time to time to provide for the collection of such dues, charges, fees and assessments.
- J. To commence and/or defend actions, suits or proceedings related to: (i) restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, the Articles of Incorporation, By-Laws of the Association, or the Conservation Easement; (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or the Articles of

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Incorporation or By-Laws of the Association, and (iii) to collect any assessment charge or other amount due to the Association from any Owner of Property or any person or entity claiming by or through such Owner.

K. To enter into agreements with Persons to provide the following services on behalf of the Association: legal, accounting, engineering, managerial, appraisal, landscape design and such other services as the Board deems necessary or desirable.

L. To create reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Drainage Improvements and the Preservation Areas.

M. To enter upon any Parcel for the purpose of ascertaining whether the Owner thereof is in compliance with the Declaration, these Articles of Incorporation and the By-Laws and to undertake such actions as the Association in its discretion determines is necessary or appropriate to insure full, complete and continuing compliance with the Declaration, these Articles of Incorporation and the By-Laws.

N. To separately charge any Owner of property within the Trail Ridge when such separate charge is deemed appropriate by the Board and authorized by the Declaration.

O. To pay taxes, assessments, utilities and other charges, if any, levied or assessed on or against property owned, leased or maintained by the Association.

P. To do any and all acts necessary or expedient for carrying on or accomplishing any and all of the purposes for which the Association has been formed and for effectuating all of the powers and objectives set forth in these Articles of Incorporation and in the Declaration which are not forbidden by the laws of the State of Florida.

Q. To have, in general, all powers conferred upon a not for profit corporation by the laws of the State of Florida, except, as prohibited herein, which are necessary or convenient to accomplish any of the objects and purposes for which the Association is organized.

V. TERM

A. The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar property owners' association or a public agency having a similar purpose.

VI. MEMBERS

A. Each Owner, including the Developer, of fee simple title to a Parcel within Trail Ridge shall automatically become a Member of the Association for so long as such ownership continues. Association membership shall be an interest which is appurtenant to fee simple title of a Parcel within Trail Ridge and shall not be divisible or transferable separate and apart from ownership of any such Parcel; provided, however, that in the event an Owner of a Parcel

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executes a ground lease relating to such parcel with any other Person for an initial term of twenty (20) years or more, the Owner and such Person may, upon written notice to the Association, enter into a written agreement pursuant to which the Owner assigns to such Person all or any part of the rights and privileges the Owner is entitled to exercise under these Articles of Incorporation or under the Declaration of By-Laws, including the Owner's right to vote. Such assignment of the Owner's rights and privileges shall automatically terminate upon the termination of the lease with such Person. In no event shall the assignment of all or any part of the Owner's rights and privileges relieve the Owner of any of the duties or obligations set forth herein or in the Declaration or By-Laws.

B. The voting rights of Members shall be set forth in the By-Laws.

C. The rights, duties, privileges and obligations of each Member of the Association shall be those set forth herein and in the Declaration and By-Laws, and all such rights, duties, privileges and obligations shall be exercised in accordance with the terms, provisions, covenants, restrictions and conditions set forth herein and in the Declaration and By-Laws of the Association.

VII. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed and directed by a Board of Directors which shall include at least three (3) Directors. Only individuals may serve as Directors. The Board shall consist of an odd number of Directors. The By-Laws shall provide (i) the manner in which Directors are to be appointed or elected, (ii) the manner in which vacancies on the Board are to be filled, (iii) the manner in which Directors may be removed from office, and (iv) that each Member shall be entitled to one (1) vote for each acre, or fraction thereof, contained within the Parcel which is owned by such Member computed as follows:

(1) in the event title to any Parcel is held in the name of more than one (1) Person, the Owners of such Parcel shall jointly determine the manner in which the vote for such Parcel is to be cast and in no event may the vote relating to any Parcel be split or divided among the persons owning such Parcel and, instead must be voted as a whole by such persons or entities,

(2) if the Owners of any Parcel cannot agree among themselves as to the manner in which their vote is to be cast on the issue submitted to the Members, then no vote shall be counted in respect to such Parcel in connection with such issue,

(3) in no event shall more than one (1) vote per acre included within a Parcel be cast regardless of the number of Persons which owns such Parcel, and

(4) in the event the Owners of any Parcel cannot agree among themselves as to the manner in which their vote is to be cast on the issues submitted to the Members, such Owners shall not be deemed Members "for purposes of determining a quorum or majority vote of the Members."

(The aforesaid rights shall collectively be referred to as the "Voting Rights").

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B. The names and address of members of the initial Board who, subject to these Articles of Incorporation and the By-Laws of the Association, shall hold office for the first year of the existence of the Association, or until an election is held by the Members for the election of Directors, or until their successors are elected or appointed and have qualified in accordance with the By-Laws, are as follows:

NAME	ADDRESS
Samuel Durso	c/o Habitat of Humanity of Collier County, Inc. 11145 Tamiami Trail East Naples, FL 34113
Eric Strauss	c/o Wal-Mart Stores, East, Inc. 2001 S.E. 10 th Street Bentonville, AR 72716
Robert Warstler	c/o Young & Warstler 4525 E. 82 nd Street Indianapolis, IN 46250

Notwithstanding anything contained in these Articles or the Bylaws to the contrary, the Owners of the Residential Property (as defined in the Declaration) shall be entitled to elect one (1) member of the Board; the Owners of the Commercial Property (as defined in the Declaration) shall be entitled to elect one (1) member of the Board; and, so long as Gateway shall be a Member, Gateway shall elect one (1) member of the Board.

VIII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the By-Laws. The By-Laws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) the manner in which officers may be removed from office.

IX. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida; provided, however, if the Association is dissolved, the control or right of access to the easement areas containing the Drainage Improvements shall be conveyed or dedicated to an appropriate governmental unit or public utility or, if such conveyance or dedication is not accepted, then the Association's rights, duties, and obligations with respect to the Drainage Improvements shall be conveyed to a non-profit corporation similar to the Association.

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X. BY-LAWS

A. The Board shall adopt By-Laws consistent with these Articles. The Association reserves to the Board the right to modify, amend or rescind the By-Laws from time to time in whole or in part only by a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum is present.

B. All rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation or the By-Laws shall be subject to and subordinate to the reservation set forth above in Paragraph X.

XI. AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or rescinded only, and not otherwise, after a majority of the Directors present at a duly called and convened meeting has adopted a resolution approving the proposed alteration, amendment or rescission, and the proposed alteration, amendment or rescission is submitted to a vote of the Members at either an annual or special meeting and is approved by a majority of the Members present at the duly called and convened meeting at which a quorum of the Members is present, as provided in the Declaration.

B. The rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation are subject to the right of the Association to alter, amend or rescind these Articles of Incorporation.

XII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's initial registered agent is Samuel J. Durso, M.D., whose address is 11145 Tamiami Trail East, Naples, Florida 34113.


Certificate Designating Registered Agent and Registered Office

In compliance with Florida Statutes the following is submitted:

Trail Ridge Master Drainage Association, Inc., a Florida not-for-profit corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 11145 Tamiami Trail East, Naples, Florida 34113 as its initial Registered Office and has named Samuel J. Durso, M.D., located at said address, as its initial Registered Agent. Having been named Registered Agent for the above state corporation at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes relative to Keeping open said office.

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IN WITNESS WHEREOF, the Incorporator and Registered Agent has hereunto set his hand and seal this 24 day of May, 2005.

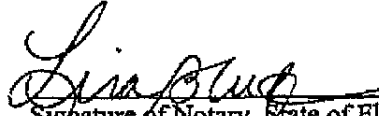


Samuel J. Durso, M.D.
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day personally appeared before me, the undersigned authority, Samuel J. Durso, to me known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 24 day of May, 2005.



Signature of Notary, State of Florida

Lisa B. Lefkow

Print Name of Notary

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LEGAL DESCRIPTION
(TRAIL RIDGE)

A PARCEL OF LAND LOCATED IN SECTION 3, TOWNSHIP 51 SOUTH, RANGE 26 EAST, COLLIER COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE EAST QUARTER CORNER OF SECTION 3, TOWNSHIP 51 SOUTH, RANGE 26 EAST, COLLIER COUNTY, FLORIDA; THENCE S. 00°41'17" W., ALONG THE EAST LINE OF THE SOUTHEAST QUARTER OF SAID SECTION 3, FOR A DISTANCE OF 1381.72 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF U.S. 41 (STATE ROAD 90, HAVING A 200 FOOT RIGHT-OF-WAY); THENCE N. 54°20'49" W., ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE, FOR A DISTANCE OF 986.32 FEET TO A POINT ON THE WESTERLY LINE OF A 100 FOOT WIDE DRAINAGE EASEMENT AS RECORDED IN OFFICIAL RECORDS BOOK 78 AT PAGES 127 THROUGH 129, OF THE PUBLIC RECORDS OF COLLIER COUNTY, FLORIDA, THE SAME BEING THE POINT OF BEGINNING OF THE PARCEL DESCRIBED HEREIN;

THENCE S. 20°15'39" W., ALONG SAID WESTERLY LINE, FOR A DISTANCE OF 203.10 FEET TO THE BEGINNING OF A TANGENTIAL CIRCULAR CURVE TO THE RIGHT;
THENCE ALONG THE ARC OF SAID CURVE TO THE RIGHT 475.49 FEET, HAVING A RADIUS OF 2,799.93 FEET, THROUGH A CENTRAL ANGLE OF 09°43'48" AND BEING SUBTENDED BY A CHORD WHICH BEARS S. 25°07'33" W., FOR 474.91 FEET TO THE NORTH LINE OF THE SOUTH HALF OF THE SOUTH HALF OF SAID SECTION 3;
THENCE N. 89°27'30" W., ALONG SAID NORTH LINE, A DISTANCE OF 2,833.22 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF ISLA CAPRI ROAD (STATE ROAD 951);
THENCE N. 02°27'30" E., ALONG SAID EASTERLY LINE, A DISTANCE OF 1,284.81 FEET;
THENCE LEAVING THE SAID EASTERLY LINE, N. 89°59'27" E., A DISTANCE OF 100.09 FEET;
THENCE N. 02°27'30" E., A DISTANCE OF 100.09 FEET;
THENCE S. 89°56'30" E., A DISTANCE OF 196.99 FEET;
THENCE N. 00°03'30" E., A DISTANCE OF 200.05 FEET;
THENCE S. 89°56'29" E., A DISTANCE OF 683.33 FEET TO A POINT ON A LINE THAT IS A DISTANCE OF 400.00 FEET SOUTHERLY OF AND PARALLEL WITH THE AFOREMENTIONED SOUTHERLY RIGHT-OF-WAY LINE OF SAID U.S. 41;
THENCE ALONG SAID PARALLEL LINE S. 54°20'49" E., A DISTANCE OF 1,654.49 FEET;
THENCE N. 35°39'11" E., A DISTANCE OF 400.00 FEET TO A POINT ON THE SAID SOUTHERLY RIGHT-OF-WAY LINE OF SAID U.S. 41;
THENCE S. 54°20'49" E. ALONG SAID LINE, A DISTANCE OF 600.00 FEET TO THE POINT OF BEGINNING OF THE PARCEL HEREIN DESCRIBED.

CONTAINING 81.0 ACRES +/-
SUBJECT TO EASEMENTS AND RESTRICTIONS OF RECORD.

