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N18653

* LICENSED IN OHIO ONLY

January 21, 1997

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

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-01/23/97- 01091-1011
*****35.00 *****35.00

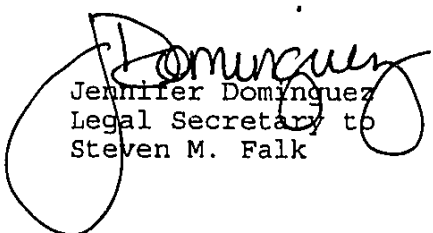
Re: Countryside Master Association, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Amendment to Articles of Incorporation for Countryside Master Association, Inc. (a not-for-profit corporation). Please file the Amendment and send proof of same to our office as soon as possible in the self-addressed postage paid envelope provided for your convenience. Also enclosed is a check for \$35.00 to cover the filing fees for this transaction.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Very truly yours,


Jennifer Dominguez
Legal Secretary to
Steven M. Falk

/jed
Enclosures

85238_1.WPS





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

ROETZEL & ANDRESS
% JENNIFER DOMINGUEZ
850 PARK SHORE DRIVE, 3RD FL.
NAPLES, FL 34103

SUBJECT: COUNTRYSIDE MASTER ASSOCIATION, INC.
Ref. Number: N18653

We have received your document for COUNTRYSIDE MASTER ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 797A00004977

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

COUNTRYSIDE MASTER ASSOCIATION, INC.

The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 617.1006.

1. The name of the corporation is COUNTRYSIDE MASTER ASSOCIATION, INC.
2. Their Articles of Incorporation of Countryside Master Association, Inc., were amended in its entirety.
3. The foregoing Amended and Restated Articles of Incorporation were duly adopted by the membership by Ballot.
4. The number of votes cast by the membership at the above-referenced members' meeting were sufficient for approval.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on January 15, 1997.

COUNTRYSIDE MASTER ASSOCIATION, INC.
(SEAL)

By: Arnon C. Greif

Arnon C. Greif, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

57 FEB 23 1997

FILED

NOTED

ARTICLES OF INCORPORATION
OF
COUNTRYSIDE MASTER ASSOCIATION INC.

AMENDED AND RESTATED

Pursuant to Section 617.021(4), Florida Statutes, the Articles of Incorporation of Countryside Master Association, Inc., a Florida Corporation not-for-profit, which was originally incorporated under the same name on January 9, 1987, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes and there is no discrepancy between the Corporations, Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) Florida Statutes and the omission of matters of historical interest. Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I
NAME

The name of the corporation is COUNTRYSIDE MASTER ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II
ADDRESS

The principal office of the Association is located at 600 Countryside Drive, Naples, FL 33942.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Association shall be 600 Countryside Drive, Naples, FL 33942. The name of the registered agent at such address shall be the General Manager of the Association, Brian Heidel.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described on Exhibit A to the Master Declaration, and made a part hereof by reference, herein called the "Properties," and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance of the Common Area and certain other land within the Properties, hold title and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Master Declaration of Covenants Conditions and Restrictions for COUNTRYSIDE, now or hereafter recorded among the Public Records of Collier County, Florida, and any amendments or modifications thereof, herein together

called the "Declaration" and these "Articles, Bylaws, and Rules and Regulations." The recording of a Supplement to the Declaration from time to time pursuant to Article VII of the Declaration for the purpose of adding additional land shall automatically and without need of amendment to these Articles of Incorporation or approval or consent of the Association or its members, bring such additional land within the jurisdiction of the Association, and such additional land shall be included with the term "Properties." Any amendment to the Articles of Incorporation filed to reflect such additional land shall not require consent or approval of the members of the Association but shall be executed by the President and Secretary of the Association. The Association is empowered to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration" and these "Articles, Bylaws and Rules and Regulations", applicable to the property and recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area, including roadways, to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the Board of Directors agreeing to such dedication, sale or transfers;

(f) Grant easements as to the Common Area to public and private utility companies including Cable T.V., and to public bodies or governmental agencies or other entities or persons, with or without cost or charge at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(h) Annex additional real property in accordance with the provisions of the declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of the Association to the real property thereby annexed;

(i) From time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Area, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) Contract for the maintenance and management of the Common Area, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) Open all or any portion of the Common Area for public use at a reasonable charge, including, and in particular, the golf course or courses; and

(l) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot or Unit which is subject by the provisions of the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot or Unit is owned of record by two or more persons or other legal entity, all such persons or entities shall be members of the Association. An Owner of more than one (1) such Lot or Unit shall be entitled to one (1) membership for each Lot or Unit owned by him. Membership shall be appurtenant to and may not be separated from, ownership of any Lot or Unit which is subject to the provisions of the Declaration, but shall be automatically transferred by the Conveyance of that Lot or Unit.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership: Class A and Class B. All votes shall be cast in the manner provided in the ByLaws. When more than one person or entity holds an interest in any Lot or Unit, the vote for such Lot or Unit shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot or Unit, nor shall any split vote be permitted with respect to such Lot or Unit. The two classes of voting memberships and voting rights related thereto are as follows:

A. Class A. Class A members shall be all Owners of Lots or Units subject to assessment; and shall have full membership in the Association and all rights and privileges of the facilities including full golf membership with golfing privileges, as well as those enjoyed by Class B members. The voting rights appurtenant to Class A Lots or Units shall be as follows:

1. Lots. Owners of Class A Lots shall be entitled to one (1) vote for each Lot owned.
2. Units. Owners of Class A Units shall be entitled to one (1) vote for each Unit owned.

B. Class B. The Class B member shall be all owners of Units, subject to assessment and shall have membership in the Association and all rights and privileges of the facilities, save and except golfing privileges. The voting rights appurtenant to the Class B Units are as follows:

1. Units. Owners of Class B Units shall be entitled to one (1) vote for each Unit owned.

C. Quorum. The voting representatives who represent at least thirty percent (30%) of all the votes of each class of membership shall constitute a quorum at any meeting of members, except as otherwise provided in the Declaration, the By-Laws or these Articles of Incorporation (Members shall be represented by the President or designee in writing of each condominium association or homeowner's association).

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) directors. The number of directors and terms of office may be changed by amendment of the ByLaws of the Association.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers designated by the ByLaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the members of the Board of Directors.

ARTICLE IX
BYLAWS

The ByLaws of the Association may be altered, amended or rescinded in the manner provided by the ByLaws.

ARTICLE X
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association 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 part or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. 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 XI
DISSOLUTION

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

ARTICLE XII
DURATION

The Corporation shall exist perpetually.

ARTICLE XIII
AMENDMENTS

These Articles may be amended by a vote of not less than two-thirds (2/3) of all members. The Board of Directors, by majority vote, may approve and record amendments to these Articles to reflect future revisions to Chapter 617, the Florida Not For Profit Corporations Act, and other applicable statutes regulating the operation of Countryside Master Association, Inc.

ARTICLE XIV
INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

FEB - 7 1997

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

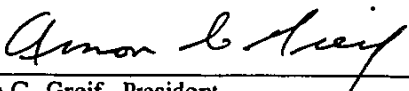
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

COUNTRYSIDE MASTER ASSOCIATION, INC.

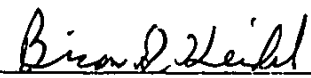
2. The name and address of the registered agent and office is:

Brian Heidel, Mgr.
600 Countryside Drive
Naples, FL 34104


Arnon C. Greif, President

DATE 2/26/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Brian Heidel

DATE 2-24-97