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N25207

Reply To:

Fort Myers

May 6, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

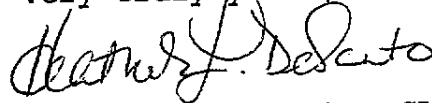
Re: Heron's Landing Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,



Heather L. DeSanto, CLA
Assistant to Joseph E. Adams

/hld

Enclosures (as stated)

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-05/10/99-01137-019
*****35.00 *****35.00

FILED
99 MAY 10 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
LPS 5-20-99

FILED

99 MAY 10 AM 7:58

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Heron's Landing Homeowners Association of Sanibel, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 9th day of March, 1999.

WITNESSES:
(TWO)

HERON'S LANDING HOMEOWNERS
ASSOCIATION OF SANIBEL, INC.

Linda Jambeck
Signature

BY: Peter Thornley
Peter Thornley, President

LINDA JAMBECK
Printed Name

Date: April 21, 1999

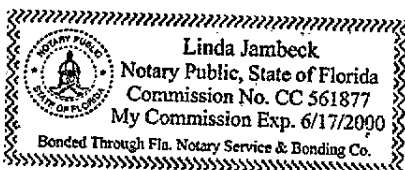
Mary M. Cummings
Signature

(CORPORATE SEAL)

Mary M. Cummings
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 21 day of April 1999 by Peter Thornley as President of Heron's Landing Homeowners Association of Sanibel, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) known as identification and did take an oath.



Linda Jambeck
Notary Public
LINDA JAMBECK
Printed Name

My commission expires: 6/17/2000

FILED

99 MAY 10 AM 7:58

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ARTICLES OF INCORPORATION
OF
HERON'S LANDING HOMEOWNERS ASSOCIATION OF SANIBEL, INC.
(A NONPROFIT FLORIDA CORPORATION)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Heron's Landing Homeowners Association of Sanibel, Inc.

ARTICLE II

The purpose for which this corporation is organized is for the operation and maintenance of the HERON'S LANDING common property as well as to oversee the general ambiance of all properties in HERON'S LANDING both common and private as it exists from time to time under HERON'S LANDING Declaration of Covenants and Restrictions to be recorded in the Lee County, Florida Public Records and any supplements thereto.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title in fee simple to a unit subject to assessment by this Association under the Declaration of Covenants and Restrictions shall be by virtue of such ownership a member of this corporation.

ARTICLE IV

This corporation shall exist perpetually.

ARTICLE V

The name and residence of the Incorporator was as follows. The rights of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State:

Richard D. DeBoest
2118 First Street
Fort Myers, Florida 33901

ARTICLE VI

The affairs of the corporation are to be managed by a Board of Directors who will be elected each year at the annual meeting of the Association as provided for in the By-Laws. The Board may be composed of any odd number of Directors that the members decide.

ARTICLE VII

The names of the Officers who served until the first election or appointment under the Articles of Incorporation were:

GARY WINROW - President
WILLIAM P. MERRICK - Vice President and Treasurer
LARRY FLETT - Secretary

ARTICLE VIII

The number of persons constituting the first Board of Directors was three (3) and their names and addressess were as follows:

GARY WINROW
16731-222 McGregor Boulevard S.W.
Fort Myers, Florida 33908

WILLIAM P. MERRICK
16731-222 McGregor Boulevard S.W.
Fort Myers, Florida 33908

LARRY FLETT
16731-222 McGregor Boulevard S.W.
Fort Myers, Florida 33908

ARTICLE IX

The By-Laws of the corporation are to be made, altered or rescinded by a majority vote of the voting interests and Directors of the corporation.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

An Amendment may be proposed by either the Board of Directors or by any owner and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the By-Laws, which includes a notice of the substance of the proposed Amendment.

The Amendment must be approved by a vote of two-thirds of the members of the corporation.

ARTICLE XI

Each unit shall have one (1) full indivisible vote.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII

This corporation shall have all the powers permitted by law together with such additional specific powers as are contained in the Declaration of Covenants and Restrictions and the By-Laws.

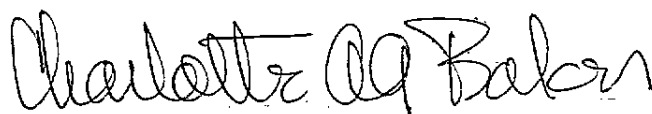
ARTICLE XIV

No part of the net earnings of this corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of Association property or through the rebate of the excess membership dues, fees or assessments.

ARTICLE XV

The name and place of the residence of the resident agent for service of process shall be the President of the Board of Directors or any other agent designated by the Board of Directors.

Amended on the 9th day of March, 1999 by the members of the Heron's Landing Homeowners Association of Sanibel, Inc.

A handwritten signature in cursive script, reading "Charlotte AG Baker", written over a horizontal line.

Charlotte AG Baker
Secretary