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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 31, 1997
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ORDER NO. : 585183-005
CUSTOMER NO: 9725B

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CUSTOMER: Mr. Stephen M. Falk
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

DOMESTIC FILING

NAME: GRANDE CAY RECREATION
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett
EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

- SN OCT 31 1997

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ARTICLES OF INCORPORATION
OF
GRANDE CAY RECREATION ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Business Corporate Acts.

ARTICLE I

NAME: The name of the corporation, herein called the "Recreation Association", is Grande Cay Recreation Association, Inc., and its address is c/o Pulte Home Corporation, 9220 Bonita Beach Road, Suite 215, Bonita Springs, FL 34145.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants and the Florida Not-For-Profit Corporations Act, with particular reference to Section 617.301, F.S.,(1997), shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Recreation Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Grande Cay (the "Community") located in Lee County, Florida.

The Recreation Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Recreation Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Recreation Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Covenants (the "Declaration"), Bylaws and the Rules and Regulations (these Articles, the Declaration, Bylaws and Rules and Regulations shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Recreation Association to defray the costs, expenses and losses of the Recreation Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Recreation Association property and any stormwater management system indicated on the plat for the Community, as permitted by the South Florida Water Management, including but not limited to, all lakes, retention areas, culverts and related appurtenances. In the event the Association is dissolved, the property consisting of the stormwater management system will be conveyed and/or dedicated to a similar not-for-profit corporation so as to assure continued maintenance in perpetuity.
- (C) To purchase insurance for the protection of the Recreation Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Recreation Association property.
- (E) To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.
- (F) To approve or disapprove the transfer, leasing and occupancy of Parcels as provided in the Declaration.
- (G) To enforce the provisions of the laws of the State of Florida that are applicable to the Community, and the Governing Documents.
- (H) To contract for the management and maintenance of the Community and the Recreation Association property, and to delegate any powers and duties of the Recreation Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Recreation Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement.
- (L) To acquire and hold, lease, mortgage and convey real property.

All funds and the title to all property acquired by the Recreation Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Recreation Association shall be the record owners of a fee simple interest in one or more Parcels (or in the case of Developer, the owner of any undeveloped portion of the Community). Class A members of the Recreation Association are all owners other than Developer. The Class B member is the Developer as further provided in the Bylaws. Each Neighborhood Association shall be the voting member, or Representative for all of the Class A Members within such Neighborhood Association.
- (B) The share of a member in the funds and assets of the Recreation Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.
- (C) Except as otherwise provided in the Bylaws with respect to the Class B Member, the owners of each Parcel, collectively, shall be entitled to one vote in Recreation Association matters to be cast by the Neighborhood Association Representative. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Recreation Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Recreation Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Recreation Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Recreation Association shall initially be appointed by and shall serve at the pleasure of the Developer, and following transition shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

- (C) The business of the Recreation Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Recreation Association, and they shall serve at the pleasure of the Board.

The initial Directors are as follows:

Greg G. Wolpert
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34145

W. Michael Meeks
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34145

R. Scott Griffith
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34145

The initial Officers are as follows:

Greg G. Wolpert - President
W. Michael Meeks - Vice President
R. Scott Griffith - Secretary/Treasurer

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Recreation Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Prior to transition of control of the Board of Directors from the Developer of the Community, amendments shall be adopted by the Board of Directors. Subsequent to transition of control of the Board of Directors, a proposed amendment shall be adopted if it is approved by at least two-thirds

(2/3rds) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as Developer owns a Parcel or other property in the Community an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Developer, which consent may be denied in Developer's discretion, provided, further, that regardless of whether Developer owns a Unit, no amendment shall be effective if it adversely affects the Developer's rights or materially alters any provision made for the Developer's benefit.

- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Recreation Association shall indemnify and hold harmless every Director and every officer of the Recreation Association against all expenses and liabilities, including attorney 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 Recreation Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes 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 interests of the Recreation Association, in a proceeding by or in the right of the Recreation Association to procure a judgement 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.

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

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

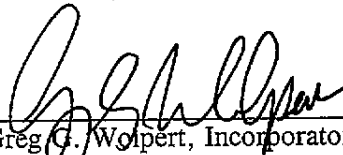
Greg G. Wolpert
c/o Pulte Home Corporation
~~14581 Westport Drive~~ 9220 Bonita Beach Road, Ste. 215
~~Fort Myers, FL 33908~~ Bonita Springs, FL 34145

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Greg G. Wolpert
c/o Pulte Home Corporation
~~14581 Westport Drive~~ 9220 Bonita Beach Road, Ste. 215
~~Fort Myers, FL 33908~~ Bonita Springs, FL 34145

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 23rd day of October, 1997.



Greg G. Wolpert, Incorporator

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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.

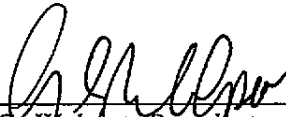
1. The name of the corporation is:

GRANDE CAY RECREATION ASSOCIATION, INC.

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

Greg G. Wolpert
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Greg G. Wolpert, President

DATE 10/23/07

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 

Greg G. Wolpert

DATE 10/23/07