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FLORIDA DIVISION OF CORPORATIONS
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((H97000019077 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: OAKMONT AT THE LAKES AT THREE OAKSS HOMEOWNE
AUDIT NUMBER.....H97000019077
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 8
DEL.METHOD.. FAX
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 17, 1997

EMPIRE CORPORATE KIT

SUBJECT: OAKMONT AT THE LAKES AT THREE OAKS HOMEOWNERS' ASSOCIATION, INC.
REF: W97000025899

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please designate one registered agent in the document. Please correct Article III.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist SupervisorFAX Aud. #: H97000019077
Letter Number: 297A00055016

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ARTICLES OF INCORPORATION
OF
OAKMONT AT THE LAKES AT THREE OAKS HOMEOWNERS' ASSOCIATION, INC. FILED.

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The undersigned subscribers, desiring to form a corporation not-for-profit, STATE
under Chapter 617, Florida Statutes, hereby adopt the following Articles of INCORPORATION, FLORIDA
Incorporation.

ARTICLE I

The name of the corporation shall be OAKMONT AT THE LAKES AT THREE OAKS HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association")

ARTICLE II

Terms used herein shall have the meanings ascribed to them in the Declaration referred to below, unless the context indicates otherwise.

ARTICLE III

The initial principal office and the mailing address of this corporation shall be at 19091 Tamiami Trail S. E., Fort Myers, Florida, 33908, with the privilege of having its office and branch offices at other places within or without the State of Florida.

The street address of the corporation's initial requested office and the name of its initial registered agent at that address are as follows:

The Resident Agent of the Association for purposes of accepting service of process shall be PAUL H. FREEMAN, having offices at 19091 Tamiami Trail S. E., Fort Myers, Florida, 33908.

ARTICLE IV

The purposes for which the Association is formed are:

1. To promote the common good, health, safety and general welfare of all of the Owners of Lots in Oakmont At The Lakes at Three Oaks, located in Lee County, Florida;
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from the Declaration of covenants, Restrictions and Easements for OAKMONT AT THE LAKES AT THREE OAKS (the "Declaration") as amended and supplemented from time to time and recorded in the Public Records of Lee County, Florida (the definitions of which are incorporated herein by reference);
3. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

Prepared By:
Paul H. Freeman
1001 S. Bayshore Drive
Suite 1200
Miami, FL 33131
(305) 577-3311
FL Bar No. 161040

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The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and such purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not to a substantial degree engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject under the Declaration to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation and excluding contract purchasers, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association. The membership shall also be divided into the classes set forth below.

The Association shall have two (2) classes of voting Members as follows:

Class A: Class A Members shall originally be all owners, with the exception of the Declarant for so long as there exists a Class B Membership. Class A Members shall be entitled to one (1) vote for each Lot which is subject to assessment, as further provided in the Declaration or any Supplemental Declaration. The Declarant shall become a Class A Member with regard to Lots owned by the Developer upon termination of the Developer's Class B Membership as provided below.

Class B: The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each Lot owned by the Declarant. The Class B Membership shall cease and be converted to Class A Membership upon the first to occur of any of the following: (i) the time at which total votes outstanding in the Class A Membership equal the total votes in the Class B Membership; or (ii) ninety (90) days after the Declarant elects to terminate the Class B Membership. Upon the happening of any of the foregoing events, Members shall assume control of the Association and elect the Board of Directors, within ninety (90) days after the occurrence of the appropriate described event.

ARTICLE VI

The Association shall have perpetual existence.

ARTICLE VII

The affairs of the Association shall be managed by a Board of Directors of not less than three (3) persons.

The names and addresses of the members of the first Board of Directors of the Association (which shall be three), who shall hold office until the first election thereafter are as follows:

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Name
William Ennen

Address
19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

Paul H. Freeman

19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

David Choate

19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

Except for the first Board of Directors and unless otherwise provided in the Bylaws, Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for the removal from office of Directors. Only members of the Association, or authorized representatives, officers or employees of separate members of the Declarant (or its general partner) may be Directors.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

If a director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII

The Association shall have a President, a Vice-President, a Secretary and a Treasurer and such other officers as the members may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the Bylaws.

The officers of the Association, in accordance with the applicable provisions of the Bylaws, shall be elected by the members for a term, the duration of which shall be one year, to be extended until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Association, who shall hold office until successors are duly elected and have taken office, shall be as follows:

President:
William Ennen

19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

Vice-President:
Paul H. Freeman

19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

Secretary/Treasurer:
David Choate

19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

ARTICLE IX

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or any special meeting duly called for such purposes, upon the vote of the Members as provided in the Bylaws, except that the initial Bylaws of the Association shall be made and adopted by the first Board of Directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Association or Members of the Association holding thirty (30%) percent of the voting rights in the Class A Membership. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of seventy-five (75%) percent of the entire membership present in person or by proxy at a meeting at which a quorum is present. For so long as there shall exist Class B Membership, if any lots are subject to Federal Housing Administration or Veterans Administration Mortgages, then the following actions shall require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of the common Properties, dedication of the common Properties, dissolution and amendment of the Articles of Incorporation.

ARTICLE XI

The name and address of each incorporator of this corporation is:

Name
William Ennen

Address
19091 Tamiami Trail S. E.
Fort Myers, Florida 33908

ARTICLE XII

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the

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fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless: (a) a court of competent jurisdiction determines after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe his conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to hereinabove or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under the first paragraph of this Article XII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth hereinabove. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount less it shall ultimately be

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determined that he is entitled to be indemnified by the Association as authorized in this Article XII.

The indemnification provided by this Article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII

Upon dissolution of the Association, all of its assets shall be conveyed to another non-profit corporation, unincorporated association or public agency.

IN WITNESS WHEREOF, the said subscriber has hereto set his hand this 10th day of November, 1997.

William C. Ennen
WILLIAM C. ENNEN, President

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Paul H. Freeman
PAUL H. FREEMAN, Resident Agent

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STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF

Lee

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EXECUTION of the foregoing instrument was acknowledged before me this 10th day of NOVEMBER, 1997, by WILLIAM C. ENNEN, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did not take an oath.

Description of identification produced:

NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME:

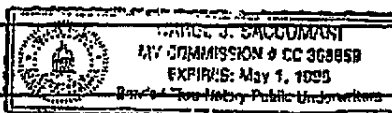
CAROL J. SACCOMANI

COMMISSION NO.:

CC 368859

COMMISSION EXP. DATE:

5-1-98



Notary Name/Commission No./Exp. Date - typed or printed

(th-lake-article.enk)

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