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PLEASE REPLY TO:
FORT MYERS OFFICE

February 2, 1999

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-02/04/99--01036--008 3
****122.50 *****78.75

Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

**RE: FOREST RIDGE SHORES AT FOUNTAIN LAKES NEIGHBORHOOD
ASSOCIATION, INC.**

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover the filing fees and certified copy for the Articles.

I will appreciate your returning the certified copy at your early convenience.

Cordially,



Richard D. DeBoest

RDD/aeh
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 PM 4:37

Handwritten initials: S-8, MS

FILED STATE
SECRETARY OF CORPORATIONS
99 FEB - 16 PM 4:37

ARTICLES OF INCORPORATION

OF

FOREST RIDGE SHORES AT FOUNTAIN LAKES NEIGHBORHOOD ASSOCIATION, INC.

(A NONPROFIT FLORIDA CORPORATION)

ARTICLE I

The name of this corporation is **Forest Ridge at Fountain Lakes Neighborhood Association, Inc.**, whose address is 22700 S. Tamiami Trail, Estero, Florida 33928.

ARTICLE II

The purpose for which this corporation is organized is for the operation and maintenance of the **FOREST RIDGE SHORES** common property as it may exist from time to time and administration of the Covenants and Restrictions under the **FOREST RIDGE SHORES** 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 Parcel (Lot) 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 is as follows. The rights of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State:

**Richard D. DeBoest
1415 Hendry Street
Fort Myers, Florida 33901**

ARTICLE VI

The affairs of the corporation are to be managed initially and until turnover by a Board of three (3) or five (5) Directors who will be elected or appointed by the Grantor each year at the annual meeting of the Association as provided for in the By-Laws. At such time as the Grantor has relinquished control of the Association the Board shall be composed of three or five directors as the members decide from time to time.

ARTICLE VII

The names of the Officers who are to serve until the first election or appointment under these Articles of Incorporation are:

DANIEL W. ENGELSMA - President

BURTON F. DAHLBERG - Vice President

BRUCE W. ENGELSMA - Secretary/Treasurer

ARTICLE VIII

The number of persons constituting the first Board of Directors shall be three (3) and their names and addresses are as follows:

DANIEL W. ENGELSMA
523 South Eighth Street
Minneapolis, Minnesota 55404

BURTON F. DAHLBERG
523 South Eighth Street
Minneapolis, Minnesota 55404

BRUCE W. ENGELSMA
523 South Eighth Street
Minneapolis, Minnesota 55404

ARTICLE IX

After turnover, the By-Laws of the corporation are to be made, altered or rescinded by 67% of the voting interests and Directors of the corporation; prior to turnover, by the Directors alone.

ARTICLE X

After turnover, 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 twenty-five percent of the voting interests 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 67% of the voting interests of the corporation. Prior to turnover, amendments will be made by the Directors alone.

ARTICLE XI

Each Parcel (Lot) 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 Marilyn Myli, whose address is: 22700 South Tamiami Trail, Estero, Florida 33928.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of JANUARY, 1999.

[Signature] (SEAL)
RICHARD D. DeBOEST

STATE OF FLORIDA
COUNTY OF LEE

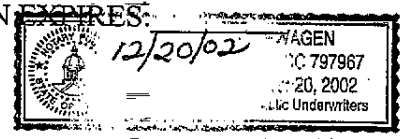
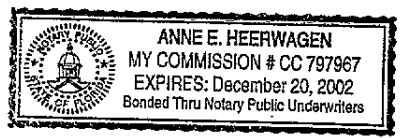
The foregoing instrument was acknowledged before me this 26th day of JANUARY, 1999, by RICHARD D. DeBOEST, who is personally known to me and who did not take an oath.

FILED IN STATE
SECRETARY OF CORPORATIONS
99 FEB -11 PM 4:37

NOTARY PUBLIC:

Sign Anne E. Heerwagen

Print ANNE E. HEERWAGEN
STATE OF FLORIDA AT LARGE (SEAL)
COMMISSION # CC 797967
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]
MARILYN MYLI