

DEBOEST KNUDSEN

Attorneys at Law

1100000005729

DEBOEST, KNUDSEN, STOCKMAN,
WISEMAN, DECKER & DRYDEN, P.A.

RICHARD D. DEBOEST
JAMES G. DECKER *
THOMAS M. DRYDEN **
ARTHUR K. KNUDSEN, JR. (RET.)
WILLIAM E. STOCKMAN
TAMELA EADY WISEMAN

1415 HENDRY STREET
FORT MYERS, FL 33901
P.O. Box 1470, Ft MYERS, FL 33902
FACSIMILE: (941) 334-0266

TELEPHONE: (941) 334-1381

600 FIFTH AVENUE SOUTH
SUITE 301
NAPLES, FLORIDA 34102
FACSIMILE: (941) 263-6944

TELEPHONE: (941) 263-5040

* Board Certified Florida Bar
Civil Trial Lawyer

** Also Licensed in Georgia
Board Certified Florida Bar Real Estate
Board Certified Creditor's Rights - CLLA

PLEASE REPLY TO:
FORT MYERS OFFICE

August 23, 2000

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-08/25/00--01052--014
****122.50 *****78.75

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

RE: Tarpon Bay Community Association, Inc.
Bimini Bay I at Tarpon Bay Condominium Association, Inc.
Bimini Bay II at Tarpon Bay Condominium Association, Inc.
Bimini Bay III at Tarpon Bay Condominium Association, Inc.
Cayman I at Tarpon Bay Condominium Association, Inc.
Cayman II at Tarpon Bay Condominium Association, Inc.
Neptune Bay at Tarpon Bay Condominium Association, Inc.
Windward Bay at Tarpon Bay Condominium Association, Inc.

FILED
00 AUG 25 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

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

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

Cordially,

Anne E. Heerwagen

Anne E. Heerwagen
Legal Assistant
/aeh
Enclosures

T. Burch AUG 30 2000

FILED

00 AUG 25 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BIMINI BAY III AT TARPON BAY CONDOMINIUM ASSOCIATION, INC.

(A NON-PROFIT FLORIDA CORPORATION)

ARTICLE I

The name of this corporation is **Bimini Bay III at Tarpon Bay Condominium Association, Inc.**

ARTICLE II

The purpose for which this corporation is organized is to act as the governing association of the proposed Bimini Bay III at Tarpon Bay, A Condominium, located in Naples, Collier County, Florida (the "Condominium") according to the Declaration of Condominium for Bimini Bay III at Tarpon Bay to be recorded in the Public Records of Collier County, Florida (the "Declaration"). The initial principal office of the Corporation is 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: Any approved person or persons who hold title in fee simple to a condominium unit in the Condominium shall by virtue of such ownership be a member of this corporation. Provided however, that transfer of membership shall be made only as a part of and incident to the transfer of ownership of a condominium unit with such transfers being subject to and controlled by the transfer procedures set forth in the Declaration of Condominium. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing record title to a unit in the Condominium and the delivery of a copy of the recorded instrument to the Association within a reasonable time following such recordation. Such delivery is not required for initial conveyances by the Developer. The owner designated by such instrument thereby becomes a member of the Association and the membership of the previous owner is thereby terminated.

ARTICLE IV

This corporation shall exist perpetually.

ARTICLE V

The name and residence of the Incorporator is as follows:

Richard D. DeBoest, Sr.

1415 Hendry Street

Fort Myers, Florida 33901

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VI

The affairs of this corporation are to be managed initially by a Board of three Directors (which may be expanded to five) who will be appointed by the Developer as provided for in the By-laws. Subsequent Boards may be composed of either three or five Directors.

ARTICLE VII

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

KENNETH W. HAYDEN - President

ARTHUR FRIEDMAN - Vice President

YVONNE BLAIR - Secretary / Treasurer

ARTICLE VIII

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

KENNETH W. HAYDEN

24301 Walden Center Drive, Suite 300

Bonita Springs, Florida 34134

ARTHUR FRIEDMAN

24301 Walden Center Drive, Suite 300

Bonita Springs, Florida 34134

YVONNE BLAIR

24301 Walden Center Drive, Suite 300

Bonita Springs, Florida 34134

ARTICLE IX

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

ARTICLE X

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

After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) 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; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of 67% of the voting interests of this corporation; prior to turnover, by the Directors alone.

ARTICLE XI

Each unit in the Condominium shall have one 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 Declarations and By-laws.

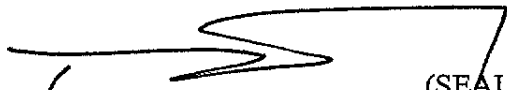
ARTICLE XIV

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 of the registered agent and place for service of process shall be Vivien N. Hastings, whose address is: 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of AUGUST, 2000.

 (SEAL)

RICHARD D. DeBOEST, Sr.

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 22nd day of AUGUST, 2000, by **Richard D. DeBoest, Sr.**, who is personally known to me.

NOTARY PUBLIC:

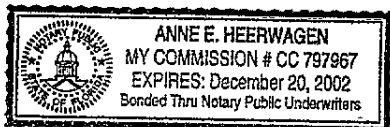
(Sign) Anne E. Heerwagen

(Print) ANNE E. HEERWAGEN

STATE OF FLORIDA AT LARGE (SEAL)

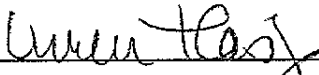
My Commission # CC 797967

My Commission Expires: 12/20/2002



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.



VIVIEN N. HASTINGS