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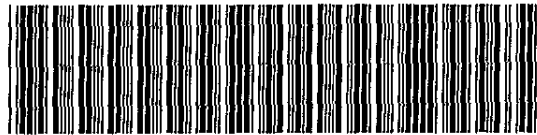
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FILED
MAR 21 2005
J. Shivers

J. Shivers MAR 25 2005

DAVID K. OAKS, P.A.

ATTORNEY AT LAW

DAVID K. OAKS

JACKIE M. SMITH
CERTIFIED LEGAL ASSISTANT

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March 16, 2005

Florida Department of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32314

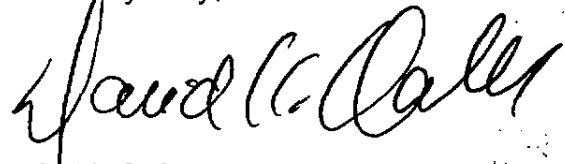
RE: **EMERALD POINTE RESTORATION FUND, INC.**
ARTICLES OF INCORPORATION

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for EMERALD POINTE RESTORATION FUND, INC., together with our check in the amount of \$78.75 for the filing fee. Please return a stamped copy of the articles to the above address.

Thank you for your assistance in this matter.

Yours very truly,


David K. Oaks

DKO:js
Encl.
cc: client

FILED

MAR 21 2005

ARTICLES OF INCORPORATION OF
EMERALD POINTE RESTORATION FUND
a Florida not for profit corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is **EMERALD POINTE RESTORATION FUND, INC.**

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a). The general purpose for which this corporation is formed are to operate for the collection of donations and gifts to be used for specific projects of repair, replacement and improvement of common elements of EMERALD POINTE CONDOMINIUM.

(b). The general purposes for which this corporation is formed will **not** qualify it as an exempt organization under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c). This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on

behalf of any candidate for public office.

Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is 407 East Marion Avenue, Suite 101, Punta Gorda, Charlotte County, Florida 33950. The name of its initial registered agent at that address is **DAVID K. OAKS, ESQ..**

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on Monday, January 2, 2006, at noon, at 407 East Marion Avenue, Suite 101, Punta Gorda, Florida, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at noon, on the first Monday in January of each year at the principal office of the corporation, or at any other place or time

designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

JOAN GEOGHEGAN 25188 Marion Avenue, V-10, Punta Gorda, Florida 33950

FRAN JOHNSON 25188 Marion Avenue, B-205, Punta Gorda, Florida 33950

ELIZABETH COOK 25188 Marion Avenue, T-1040, Punta Gorda, Florida 33950

REITA CRAWFORD 25188 Marion Avenue, D-309, Punta Gorda, Florida 33950

NANCY MARDER 25188 Marion Avenue, E-412, Punta Gorda, Florida 33950

Article VII

The name and address of the incorporators are:

JOAN GEOGHEGAN 25188 Marion Avenue, V-10, Punta Gorda, Florida 33950

FRAN JOHNSON 25188 Marion Avenue, B-205, Punta Gorda, Florida 33950

ELIZABETH COOK 25188 Marion Avenue, T-1040, Punta Gorda, Florida 33950

REITA CRAWFORD 25188 Marion Avenue, D-309, Punta Gorda, Florida 33950

NANCY MARDER 25188 Marion Avenue, E-412, Punta Gorda, Florida 33950

Article VIII

The board of directors shall elect the following officers: President, Treasurer and Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers: **JOAN GEOGHEGAN** President **FRAN JOHNSON** Secretary **ELIZABETH COOK** Treasurer

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. §501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

Article XIII

The managers, officers and directors acting in relation to any of the affairs of the corporation and every of them and every of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and income of the corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of the, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their supposed duty in their respective offices or trusts except such (if any) as they shall incur or sustain through or by their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglect, or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other person

with whom any moneys or effects belonging to the corporation shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the corporation shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on 2.14, 2005.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this 14 day of March, 2005.

SIGNED AND SEALED
IN THE PRESENCE OF:

Michelle L. Conrad

Joan Geoghegan
JOAN GEOGHEGAN

Jackie M. Smith

Witnesses as Geoghegan

Michelle L. Conrad

Fran Johnson
FRAN JOHNSON

Jackie M. Smith

Witnesses as to Johnson

Michelle L. Conrad

Elizabeth Cook
ELIZABETH COOK

Jackie M. Smith

Witnesses as to Cook

Michelle L. Coward

Reita Crawford
REITA CRAWFORD

Jackie M. Smith
Witnesses as to Crawford

Jackie M. Smith

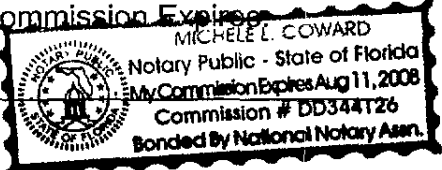
Nancy Marder
NANCY MARDER

Michelle L. Coward
Witnesses as to Marder

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **JOAN GEOGHEGAN** incorporator of **EMERALD POINTE RESTORATION FUND, INC.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of March, 2005.

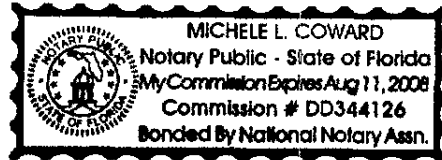
My Commission Expires:


Michelle L. Coward
Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **FRAN JOHNSON** incorporator of **EMERALD POINTE RESTORATION FUND, INC.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of March, 2005.

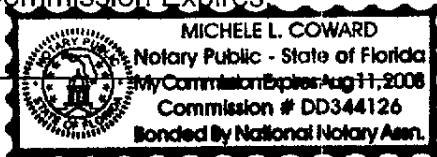
My Commission Expires:


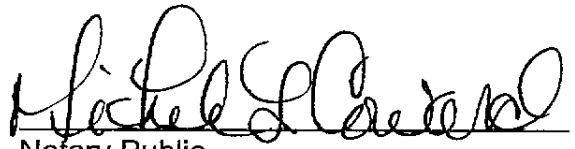
Michelle L. Coward
Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **ELIZABETH COOK** incorporator of **EMERALD POINTE RESTORATION FUND, INC.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of March, 2005.
My Commission Expires:

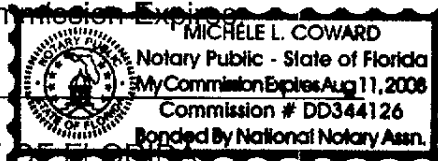


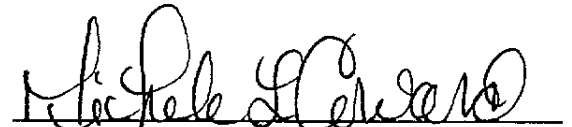

Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **REITA CRAWFORD** incorporator of **EMERALD POINTE RESTORATION FUND, INC.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of March, 2005.
My Commission Expires:



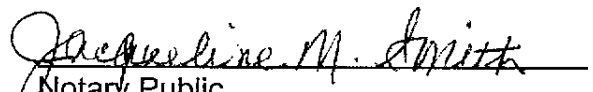

Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **NANCY MARDER** incorporator of **EMERALD POINTE RESTORATION FUND, INC.** who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation. FL D/L

WITNESS my hand and official seal in the County and State aforesaid this 14th day of March, 2005.
My Commission Expires:




Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That EMERALD POINTE RESTORATION FUND, INC. desiring to organize
under the laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation at City of Punta Gorda, County of Charlotte, State of Florida, has named
DAVID K. OAKS, ESQ., DAVID K. OAKS, P.A., 407 East Marion Avenue, Suite 101, Punta
Gorda, County of Charlotte, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at 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.

By 
Resident Agent