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VEGA, BROWN, STANLEY & BURKE, P.A.
FOUNDED 1948

GEORGE VEGA, JR.
THOMAS R. BROWN, P.A.
JOHN F. STANLEY*
CONSTANCE M. BURKE
* ALSO LICENSED IN NY

2660 AIRPORT ROAD SOUTH
NAPLES, FLORIDA 34112-4899

MARCO ISLAND OFFICE
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TELEPHONE (941) 774-3333
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January 12, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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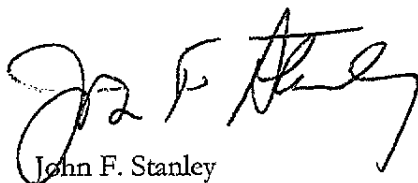
Dear Sir or Madam:

RE: Clipper Cove at Bal Harbor II Condominium Association, Inc.

Enclosed please find the original and one copy of Articles of Incorporation with regard to the above non-for-profit corporation together with our check in the amount of \$78.75. Please proceed to file the same and return a file-stamped copy to our office.

Thank you.

Very truly yours,


John F. Stanley

JFS:rjm
Enclosures

FILED
00 JAN 14 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 24 2000

**ARTICLES OF INCORPORATION
OF
CLIPPER COVE AT BAL HARBOR II CONDOMINIUM ASSOCIATION, INC
(A NOT-FOR-PROFIT FLORIDA CORPORATION)**

FILED
00 JAN 14 AM 10:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE ONE - NAME

The name of this corporation is CLIPPER COVE AT BAL HARBOR II CONDOMINIUM ASSOCIATION, INC., the street address and mailing address of the initial principal office of which is 2000 Bal Harbor Boulevard, Punta Gorda, Charlotte County, Florida.

ARTICLE TWO - PURPOSE

This corporation is organized under Chapter 617, Florida Statutes, as a not-for-profit corporation, for the principal purpose of acting as the governing association of CLIPPER COVE AT BAL HARBOR II, hereafter referred to as the "Condominium", located at Bal Harbor Boulevard, Punta Gorda, Charlotte County, Florida, under the provisions of Chapter 718, Florida Statutes, the "Condominium Act", and for transacting any or all lawful business that may be transacted by said corporation under Florida Law necessary or incidental to the accomplishment of its principal purpose.

ARTICLE THREE - MEMBERSHIP AND VOTING

The qualification of members, the manner of their admission, and members' voting rights shall be as follows:

1. Qualification. Following the recording of the declaration of condominium for the condominium, hereinafter referred to as the "Declaration", all owners of units in the condominium shall be members of the corporation, and no other persons or entities shall be entitled to membership. There shall be one (1) membership for each condominium unit; and if there is more than one (1) record owner of a unit, then such membership shall be divided among such owners in the same manner and proportion as their ownership in the unit.

2. Establishment. Membership in the corporation shall be established by the recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing a change of record title to a unit in the condominium, the new owner thereby becoming a member of the corporation. The membership of the prior owner shall be thereby terminated. Provided, the corporation need not recognize membership or ownership in any person until the requirements of the declaration with respect to change of ownership and occupancy have been complied with. Until the recording of the first deed conveying a unit to a unit purchaser, the Developer of the condominium,

CLIPPER COVE AT BAL HARBOR, INC., a Florida corporation, shall be the sole member of the corporation.

3. Voting. The owner of each unit, collectively, shall be entitled to one (1) vote in association matters as set forth in the Declaration of Condominium and the By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws. If multiple owners cannot agree on a vote, it will not be counted.

ARTICLE FOUR - CORPORATE EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation according to law, and it shall continue perpetually.

ARTICLE FIVE - INCORPORATOR

The name and address of the person signing these articles is as follows:

John F. Stanley
2660 Airport Road South
Naples, Florida 34112

ARTICLE SIX - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The number of members of the first Board of Directors shall be three (3). The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed and thereafter until their successors are selected and have qualified, are as follows:

Joseph D. Boff
8401 Indian Wells Way
Naples, Florida 34113

Robert Gleason
942 North Collier Boulevard
Marco Island, Florida 34145

Steve Oyer
928 North Collier Boulevard
Marco Island, FL 34145

Clipper Cove at Bal Harbor, Inc., as Developer of Clipper Cove at Bal Harbor II, shall have the right to appoint the

members of the Board of Directors for so long as the law will permit it to do so. When unit owners other than the Developer own fifteen percent (15%) or more of the units, the unit owners other than the Developer shall be entitled to elect no less than one (1) member of the Board. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of the Association a) three years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to Purchasers, b) three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers, c) when all the units that will be operated ultimately by the Association have been completed, some of them having been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business, d) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or e) seven years after recordation of the Declaration of Condominium, whichever occurs first.

Developer is entitled to elect at least one (1) member of the Board as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the units.

The Board of Directors shall elect a President, Secretary, Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall deem advisable from time to time.

ARTICLE SEVEN - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name and address of the initial registered agent at that address is as follows:

John F. Stanley
2660 Airport Road South
Naples, Florida 34112

ARTICLE EIGHT - BY-LAWS

The initial by-laws of the corporation shall be adopted by the Board of Directors of the corporation. The by-laws of the corporation may be made, altered and amended as provided in Article Nine of these Articles of Incorporation.

ARTICLE NINE - AMENDMENTS

Until such time as the Developer of the Condominium relinquishes control of the corporation to the members thereof, these Articles of Incorporation and the by-laws of the corporation

may be altered and amended by the Board of Directors of the corporation without the necessity of the approval of the members of the corporation, subject to the provisions of the Declaration and to the requirements of Florida Law. Subsequent to the relinquishment of control of the corporation by the Developer of the Condominium to the members of the corporation, amendments to these Articles of Incorporation and amendments to the by-laws of the corporation shall be effected by the members of the corporation in the following manner:

1. Proposal, generally. An amendment may be proposed by either a majority of the Board of Directors of the corporation or by ten percent (10%) of the voting interests of the membership of the corporation.

2. Proposal, form. Proposals to amend existing provisions shall be in writing and shall contain the full text of the provisions to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist in the understanding of the proposed amendment, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION. SEE ARTICLES OF INCORPORATION, ARTICLE NUMBER ____ FOR PRESENT TEXT."

3. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

4. Adoption. Amendment must receive approval of at least two-thirds (2/3) of the voting interests of the membership of the corporation. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing.

5. Certificate of Amendment. Passage shall be evidenced by a certificate executed and acknowledged in compliance with the same requirements as for a deed, by the President or Vice President of the Association stating, inter alia, the text of the amendment, that it has been enacted by the affirmative vote of the required percentage of the voting interests of the Association (which vote may be evidenced by written approval of unit owners not present), that it has received the assent of the required percentage of unit mortgagees, if required, and shall include the separate written joinder of unit owners and mortgagees, where required or permitted. The certificate shall include the recording data identifying the location of the Declaration as originally recorded.

6. Effective Date. An amendment when adopted shall become effective only after being recorded in form and manner provided by law.

7. Deemed Amended. These Articles of Incorporation shall be deemed amended, if necessary, so as to make the same consistent with the requirements of Florida Law and the Declaration.

ARTICLE TEN - INDEMNIFICATION

Every officer and directors of the corporation shall be indemnified by the corporation against all expenses and liabilities, including, without limitation, reasonable attorney's fees, incurred or imposed in connection with any proceedings to which he may be a party or in which he may become involved (or any settlement thereof) by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. Provided, the officer or director shall not be indemnified in cases wherein he is adjudged guilty of gross negligence, willful misconduct, nonfeasance misfeasance or malfeasance in the performance of his duties or shall have breached his fiduciary duty to the members of the corporation. Provided, further, that the corporation shall not be liable for the payment of a voluntary settlement unless it is first approved by the Board of Directors of the corporation. The foregoing rights shall be in addition to and not exclusive of all other rights to which the officer or director may be entitled.

ARTICLE ELEVEN - CORPORATE POWERS

The Clipper Cove at Bal Harbor II Condominium Association, Inc. shall have all of the powers and privileges permitted by law together with such additional specific powers as are contained in the Declaration, herein, and in the by-laws of the corporation including, without limitation, the right to amend or repeal any of the provisions contained in this Articles of Incorporation.

ARTICLE TWELVE - RESERVATIONS BY THE DEVELOPER

The Developer of the Condominium has reserved certain rights and privileges in the Declaration including, without limitation, the right to retain control of the corporation after a majority of the units in the Condominium have been sold. These Articles of Incorporation shall at all times remain subject and subordinate to the provisions of the Declaration, and nothing contained herein shall alter, abridge, or diminish any of the rights or privileges of the Developer of the Condominium so reserved.

ARTICLE THIRTEEN - CORPORATE EARNINGS AND AVAILS

No part of the net earnings of the corporation shall inure to the benefit of any member of individual, except through the acquisition, construction, management, maintenance or care of corporation property, or through the rebate of the excess membership dues, fees or assessments.

ARTICLE FOURTEEN

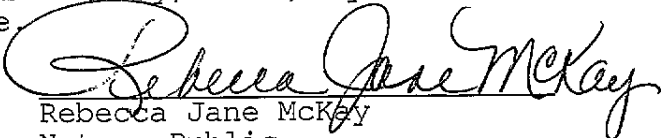
If the corporation is dissolved for any reason, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government; and that if not accepted by the local government, then the surface water management system shall be dedicated to a similar non-profit corporation.

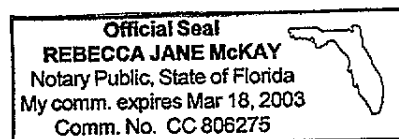
IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 12 day of January, 2000.


John F. Stanley

STATE OF FLORIDA
COUNTY OF COLLIER, SS

EXECUTION of the foregoing instrument was acknowledged before me this 12 day of January, 2000, by John F. Stanley, who is personally known to me.

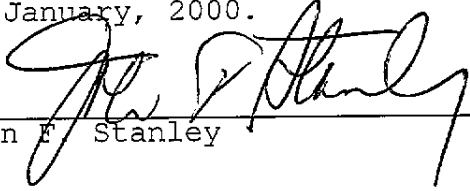

Rebecca Jane McKay
Notary Public
My Commission Expires: 03/18/2003
Commission No. CC 806275



ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent to accept service of process of the above-stated not-for-profit corporation at the place designated in these Articles of Incorporation, 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.

Dated this 12 day of January, 2000.



John F. Stanley

Prepared by:
John F. Stanley, Esq.
2660 Airport Road South
Naples, FL 34112
Telephone: (941) 774-3333
Facsimile: (941) 774-6420