

5131 SUNBURY COURT
NAPLES, FL 34104-4731
(941) 643-1845
(941) 643-5149 (FAX)

May 30th 2000

FLORIDA DEPARTMENT OF STATE
CORPORATE FILINGS
P.O. Box 6327
"or" 409 E. Gaines St. (32399) for FEDX
Tallahassee, FL 32314

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RE: INCORPORATION OF LIVINGSTON ROAD BEAUTIFICATION ASSOCIATION, INC.

Dear Clerk:

Please find enclosed one original & one copy of the Articles of the above corporation for filing purposes along with a check of \$78.75 for filing fee. If you should have any questions, please do not hesitate to contact my office. If for any reason this corporation may not be filed, please call collect to 941-643-1845 for Dominique Rihs, Esq.

Sincerely,

DOMINIQUE RIHS

FILED
00 JUN -1 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures as stated: 2 Articles fully executed &
\$78.75 payable to Secretary of State of Florida

gk/18

ARTICLES OF INCORPORATION OF
LIVINGSTON ROAD BEAUTIFICATION ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT

These Articles of Incorporation are made & subscribed for the purposes of organizing a corporation not for profit under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I - NAME

The name of the corporation is LIVINGSTON ROAD BEAUTIFICATION ASSOCIATION, INC..

ARTICLE II -- PURPOSE

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to provide a vehicle for funding & implementing a program of beautification of Livingston Road in Collier County and in furtherance of those purposes to exercise the powers stated in Article III. The Association shall be conducted as a non-profit organization for the benefit of its members. In compliance with the requirements of Chapter 617, as amended, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers except for return of any contributions in prorata share to amount of contribution made by each member in the event the corporation is terminated.

ARTICLE III -- POWERS

The Association shall have the following powers:

A. All of the powers & privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement & effectuate the purposes of the association, including, without limitation, the power, authority & right to implement actions to beautify Livingston Road in accordance with governmental agencies that have jurisdiction over same.

C. Power of Board of Directors shall be limited as to obligating any member to any future monetary funding for expenses but for the initial contribution in the aggregate of \$50,500.00 to cover the expense of incorporation & a contract for landscape consultation.

ARTICLE IV -- MEMBERSHIP

The membership shall be comprised of one representative from each of the following **SEVEN** entities, their successors &/or assigns, as identified by their PUD name or land description & name of the homeowner association for said PUD or land OR the name of the developing entity of the described PUD:

- 1) representative of Kensington Park Master Association, Inc. for Kensington PUD
- 2) representative of Relleum, Inc. for Balmoral PUD
- 3) representative of Land Trust 5146-1 for Arlington Lakes PUD
- 4) representative of Grey Oaks Homeowners Assoc., Inc. for Grey Oaks PUD
- 5) representative of Wyndemere Master Assoc., Inc. for Wyndemere PUD
- 6) representative of Hiwassee, Inc. for that property bounded by Kensington to the west, La Costa to the north, & Livingston Road to the East;
- 7) representative of Landscape Florida, Inc. for that property bounded by Eatonwood Lane to the north, Livingston Road to the east, & Kensington to the west for an aggregate of 20 acres

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TALLAHASSEE, FLORIDA

ARTICLE V -- VOTING

Each member representative shall have one vote. The corporation shall be managed & operated by the Board of Directors. Each Director shall have one vote. The Board of Directors shall be comprised of one representative of each of the members noted in ARTICLE IV. Each member shall select their representative for Board membership by giving written notice to this corporation of the representatives' identity, address & phone number.

A quorum for the Board of Directors shall be 51% of the number of Board members on the existing Board. The Board of Directors shall make all decisions for the not for profit corporation based upon the requirement of a quorum of Directors being present, in person, via telephonic connection or proxy & requiring a 51% vote for approval of any action, but for such actions as these Articles that require a higher percentage approval of the Board of Directors.

ARTICLE VI-- TERMINATION

The term of the Association is five years initially with automatic renewals of terms of five (5) years for the aggregate of 20 years, UNLESS sooner terminated by a two thirds vote of the Board of Directors. In the event that this corporation is dissolved, the property owned by the corporation consisting of funds for the implementation of a beautification program for Livingston Road, Collier County, Florida shall be returned in proration to the contribution amount made by each of the members according to the prorata amount of contribution made by each member. Upon termination of the corporation the then existing Board of Directors will have the duty & the authority to wind up the business of the corporation & to distribute the prorata share of any assets of the corporation in accordance with these Articles.

ARTICLE VII- INITIAL REGISTERED OFFICE & AGENT & PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 5131 Sunbury Court, Naples, Florida 34104 & the name of the initial Registered agent of this corporation at that address is DOMINIQUE RIHS. The principal office of the Association shall be located in Florida, but the Association may maintain offices & transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors & the initial principal office is "Kensington", 2700 Pineridge Road, Naples, FL 34109.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of Directors of SEVEN members who shall be as listed below. In subsequent years to the incorporation of this corporation, the Board shall be not less than five members nor more than fifteen members. The member shall select its representative & provide written notice to the corporation of the selected representative with address, phone number & fax number. The name and address of the initial Board of Directors of the corporation, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed & thereafter until their successors are selected & have qualified, are as follows:

Jeffrey Mangan, Pres. c/o Kensington Park Master Association, Inc at. 2700 Pineridge Rd., Naples, FL 34109

Deborah S. Vest c/o Relleum, Inc. at 801 Laurel Oak Drive Ste 700, Naples, FL 34108

Dominique Rihs, Esq., Trustee of Land Trust 5146-1 at 5131 Sunbury Court, Naples, FL 34104

Thomas Sansbury c/o Grey Oaks Homeowners Assoc., Inc. 2600 Golden Gate Pkwy. #105, Naples, FL 34105

Harold Yepsen, Pres., c/o Wyndemere Master Assoc., Inc, at 98 Wyndemere Way, Naples, FL 34105

Jeffrey R. Mangan for Hiwassee, Inc., c/o Kensington Park Dev. LLC, 2700 Pineridge Road, Naples, FL 34019

Michael Counselman c/o Landscape Florida, Inc., at 2770 Eatonwood Lane, Naples, FL 34015

The officers of the Corporation who shall hold office until their successors are elected pursuant to these Articles of Incorporation & the Bylaws, and have qualified, shall be as elected by the Board at the first meeting held within 15 days after the formation of this corporation.

ARTICLE IX- INCORPORATION

The name and address of the subscriber of these Articles is :

DOMINIQUE RIHS with address of 5131 Sunbury Court, Naples, FL 34104

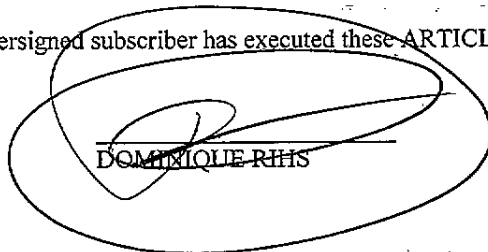
ARTICLE X- AMENDMENT OF ARTICLES

Amendment of these Articles shall require the consent of two-thirds of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in these Articles. The initial Board of Directors shall adopt Bylaws that are consistent with these Articles.

ARTICLE XI -- INDEMNIFICATION OF DIRECTORS & OFFICERS

Every Director & every officer of the Association shall be indemnified by the Association against all expenses & liabilities including attorney's fees, reasonable costs incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement & reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.


IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 30th day of May, 2000.



DOMINIQUE RIHS

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day of May 2000 by DOMINIQUE RIHS on behalf of the corporation. She is x personally know to me "or" provided her drivers license as ID.

SEAL OF NOTARY

 Deborah S. Vest
Notary Public, State of Florida
Commission No. CC 651737
My Commission Exp. 07/11/2001
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.


NOTARY PUBLIC
DEBORAH S. VEST
My commission expires: 7/11/2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
LIVINGSTON ROAD BEAUTIFICATION ASSOCIATION, INC..

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT

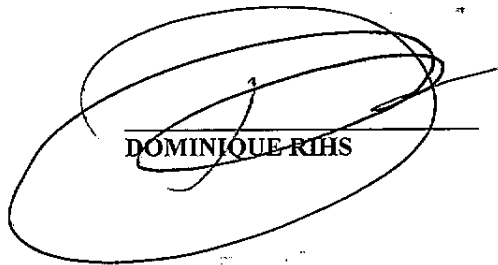
UPON WHOM PROCESS MAY BE SERVED

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

First-- That **LIVINGSTON ROAD BEAUTIFICATION ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named **DOMINIQUE RIHS** located at **5131 Sunbury Court**, Naples, Florida, 34104, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

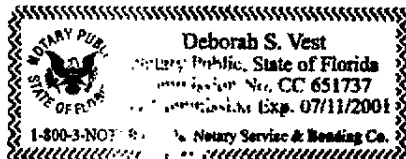

DOMINIQUE RIHS

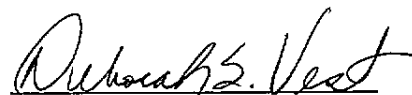
STATE OF FLORIDA

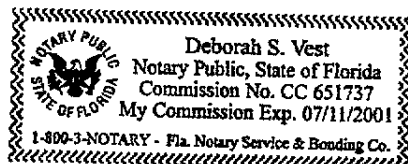
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 30th day of May, 2000, by DOMINIQUE RIHS on behalf of the corporation. She is x personally known to me OR provided her drivers license as ID.

(SEAL of NOTARY)




NOTARY PUBLIC
DEBORAH S. VEST
MY COMMISSION EXPIRES:
7/11/2001



FILED
00 JUN - 1 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA