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Pelican Bay Financial Center
Suite 300
8889 Pelican Bay Boulevard
Naples, Florida 34108
Telephone: (941) 597-7088
Facsimile: (941) 597-6984

C. Perry Peeples
PPEEP@annislaw.com

June 8, 2000

VIA FEDERAL EXPRESS

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*****78.75 *****78.75

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Clubside III at Pelican Strand Condominium Association, Inc.
Our File No: 01722.0320

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

C. Perry Peeples

CPP/jpw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
CLUBSIDE III AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation, herein called the "Association," is CLUBSIDE III AT PELICAN STRAND CONDOMINIUM ASSOCIATION, INC., and the corporate office address is 9400 Gladiolus Drive, Suite 250, Fort Myers, Florida 33908.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Clubside III at Pelican Strand, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, and as provided in these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including, but not limited to the following:

A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

B. To maintain, repair, replace and operate the Condominium Property and Association Property.

C. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.

D. To reconstruct improvements after casualty and to make further improvements of the property.

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.

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F. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-Laws.

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.

H. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

J. To acquire real and personal property in the name of the Association.

K. To collect assessments due from Unit Owners to the Master Association.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

A. The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the By-Laws; after termination of the condominium, the members shall consist of those who are members at the time of such termination.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his unit.

D. The owners of each unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS: Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed Amendment.

An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS:

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, initially appointed by the Developer, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association.

B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed, and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INCORPORATOR:

The name and address of the Incorporator is:

C. Perry Peeples

8889 Pelican Bay Blvd., Suite 300
Naples, Florida 34108

ARTICLE IX

INITIAL DIRECTORS:

The Initial Directors of the Association and their addresses shall be:

John Reisman	9400 Gladiolus Drive, Suite 250 Fort Myers, Florida 33908
Vince Gullo	9400 Gladiolus Drive, Suite 250 Fort Myers, Florida 33908
David Knizner	9400 Gladiolus Drive, Suite 250 Fort Myers, Florida 33908

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

8889 Pelican Bay Blvd., Suite 300
Naples, Florida 34108

The Initial Registered Agent at said address shall be:

C. PERRY PEEPLES

ARTICLE XI

INDEMNIFICATION:

The Association shall indemnify every Director and every Officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not apply to:

- A. Gross negligence or willful misconduct in office by any Director or Officer.
- B. Any criminal action, unless the Director or Officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or Officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Subsection (1) or Subsection (2), or in defense of

any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.


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.

WHEREFORE, the Incorporator has caused these presents to be executed this 8th day of June, 2000.


C. PERRY PEEPLES

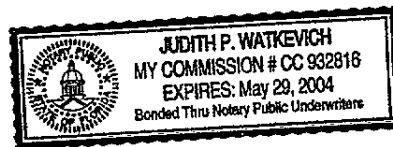
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 8th day of June, 2000, by C. Perry Peeples, as Incorporator, who is personally known to me.


Notary Public
Printed Name: JUDITH P. WATKEVICH

(Seal)

My Commission Expires: 5-29-04



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Clubside III at Pelican Strand Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



C. PERRY PEEPLES

Dated: 6/8/00

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