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FLORIDA NON-PROFIT CORPORATION

The Colony Golf & Country Club, Inc.

Certificate of Status	0
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EXHIBIT "F"

ARTICLES OF INCORPORATION
OF
THE COLONY GOLF & COUNTRY CLUB, INC.

(A corporation not-for-profit)

The undersigned hereby executes these Articles of Incorporation pursuant to the provisions of Chapter 617 Florida Statutes:

ARTICLE I
NAME

The name of the corporation shall be The Colony Golf & Country Club, Inc. and its duration shall be perpetual.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The initial principal office of The Colony Golf & Country Club, Inc. shall be 24610 Goldcrest Drive, Bonita Springs, Florida 34134 or, at such other place as may be designated from time to time, by the Board of Governors.

ARTICLE III
PURPOSE

The purpose for which The Colony Golf & Country Club, Inc. is organized is to engage as a non-profit organization to acquire, own and operate the golf, tennis, swim, fitness, social and other recreational facilities, to exercise all the powers and privileges and to perform all of the duties and obligations of The Colony Golf & Country Club, Inc. as defined and set forth in the Plan Documents (as defined in the Club Acquisition Agreement dated as of August 1, 2000, by and between WCI Communities, Inc. and The Colony Golf & Country Club, Inc.).

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THIS DOCUMENT WAS PREPARED BY:
Marc I. Spencer, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Blvd.
Suite 600
West Palm Beach, Florida 33401
Telephone: (561) 471-7767
Facsimile: (561) 471-7974
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ARTICLE IV
POWERS

The powers of The Colony Golf & Country Club, Inc. shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Colony Golf & Country Club, Inc. shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles or the By-Laws, as the same may be amended from time to time.

Section 2. Necessary Powers. The Colony Golf & Country Club, Inc. shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. The power to acquire, own and operate golf, tennis, swim, fitness, social and recreational facilities.

B. The power to levy and collect dues and assessments as provided for in the By-Laws.

C. The power to expend monies collected for the purpose of paying the expenses of The Colony Golf & Country, Club, Inc.

D. The power to acquire and dispose of real and personal property.

E. The power to purchase supplies, materials and purchase and/or lease equipment for the maintenance, repair, replacement, operation and management of the property owned by The Colony Golf & Country Club, Inc.

F. The power to insure and keep insured the property owned or leased to The Colony Golf & Country Club, Inc.

G. The power to employ personnel.

H. The power to make rules and to amend the same from time to time.

I. The power to improve property owned by or leased to The Colony Golf & Country Club, Inc.

J. The power to enforce by any legal means the provisions of the Plan Documents.

K. The power to pay all taxes and other amounts which are liens against property owned or leased to The Colony Golf & Country Club, Inc.

L. The power to borrow money and the power to select depositories and to determine the manner of receiving, depositing, and disbursing funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws.

M. The power to enter into a long-term contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of property owned or leased to The Colony Golf & Country Club, Inc. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of The Colony Golf & Country Club, Inc. The contract may further provide that the managing agent shall be paid from time to time a fee.

N. The power to establish additional officers and/or governors of The Colony Golf & Country Club, Inc. and to appoint all officers provided in the By-Laws.

O. The power to appoint committees as the Board of Governors may deem appropriate.

P. The power to establish and maintain reserves for capital repairs, replacements and additions.

Q. The power to bring suit and to litigate on behalf of The Colony Golf & Country Club, Inc.

R. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by The Colony Golf & Country Club, Inc. and the proceeds thereof shall be held in accordance with the provisions of the By-Laws. No part of the income, if any, of The Colony Golf & Country Club, Inc. shall be distributed to the members, governors, or officers of The Colony Golf & Country Club, Inc.

Section 4. Exercise of Authority. The Board of Governors shall have full authority to exercise powers of The Colony Golf & Country Club, Inc. subject to restrictions in the By-Laws or otherwise provided by law.

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ARTICLE V
MEMBERSHIP

Qualification for, and acquisition of, membership in The Colony Golf & Country Club, Inc. shall be regulated by the By-Laws.

ARTICLE VI
BOARD OF GOVERNORS

The affairs of The Colony Golf & Country Club, Inc. shall be managed by a Board of Governors consisting of not less than three (3) nor more than nine (9) governors. Governors shall be elected or appointed as provided in the By-Laws. The initial members of the Board of Governors as set forth below:

David L. Fry	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
Richard G. Newman, Jr.	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
Stefan Johannson	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134

ARTICLE VII
INDEMNIFICATION OF OFFICERS,
GOVERNORS AND COMMITTEE MEMBERS

The Colony Golf & Country Club, Inc. shall indemnify its governors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested governors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, governor or committee member may be entitled.

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ARTICLE VIII
BY-LAWS

The By-Laws of The Colony Golf & Country Club, Inc. may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation.

ARTICLE IX
DISSOLUTION

In the event of dissolution or final liquidation of The Colony Golf & Country Club, Inc., all of the property and assets of The Colony Golf & Country Club, Inc., after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the equity memberships in The Colony Golf & Country Club, Inc. (including both issued and unissued memberships) in proportion to the value of their memberships.

ARTICLE X
AMENDMENT

Prior to the Turnover Date (as defined in the Club Acquisition Agreement), these Articles of Incorporation may be amended by majority vote of the Board of Governors. After the Turnover Date, these Articles of Incorporation may be amended only by majority vote of the Board of Governors and majority vote cast at a duly called Equity Membership meeting at which a quorum is present. Any Equity Membership meeting at which amendments to these Articles of Incorporation are to be voted upon shall contain a specific statement to that effect and shall include or attach the text of the proposed amendment.

ARTICLE XI
CONSTRUCTION

In the event of any conflict between the terms of the Articles of Incorporation, the By-Laws or the rules and regulations, the following order of priority shall apply: the Articles of Incorporation, the By-Laws and the rules and regulations.

ARTICLE XII
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Marc I. Spencer — 1665 Palm Beach Lakes Blvd.
Suite 600
West Palm Beach, Florida 33401

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ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Vivien Hastings, Esq. and the street address of the registered office of The Colony Golf & Country Club, Inc. shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of ~~June~~ August, 2000.

Marc I. Spencer, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Marc I. Spencer, known to me and known by me and he acknowledged before me that he executed the foregoing Articles of Incorporation. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of ~~June~~ August, 2000.

(Official Seal)

Notary Public State of Florida

STATE OF FLORIDA NOTARY PUBLIC
BARBARA J. COLAVECCHIO
My Comm exp. 05/26/2001
Bonded By Service Ins.
No. CC650341
Personally Known [ ] Other I.D.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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

Date: August 1, 2000

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