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Please Reply To:
Fort Myers office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 22, 2000

Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC.

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****122.50 *****78.75

Ladies and Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of $122.50 to cover the filing fee and certified copy of the Articles.

I will appreciate your returning the certified copy at your early convenience.

Cordially,

Anne E. Heerwagen

Anne E. Heerwagen
Legal Assistant
/aeh
Enclosures

D. BROWN NOV 2 8 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CASTILLO AT TIBURON COMMUNITY ASSOCIATION, INC.

(A NON-PROFIT FLORIDA CORPORATION)

ARTICLE I

The name of this corporation is **Castillo at Tiburon Community Association, Inc.** (the "Corporation").

ARTICLE II

The purpose for which this corporation is organized is to administer, operate, maintain (and when deeded by the Developer) hold record title to the Common Areas (as that term is defined in the Declaration) of Castillo at Tiburon located in Collier County, Florida in accordance with the Declaration of Covenants and Restrictions for Castillo at Tiburon to be recorded in the Public Records of Collier County, Florida (the "Declaration"). The initial principal office of the Corporation is 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida.

ARTICLE III

The qualification of members shall be as follows: Any person or persons, entity or entities who are the record owners of legal title to any residential unit ("unit") in Castillo at Tiburon, (as defined in the Declaration), and the Developer; shall by virtue of such ownership, be a member of the Corporation. No other person, persons, entity or entities shall be members. Change of membership in the Corporation shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing record legal title to a unit in Castillo at Tiburon.

ARTICLE IV

The Corporation shall exist perpetually.

ARTICLE V

The name and residence of the Incorporator is as follows:

Richard D. DeBoest, Sr.
1415 Hendry Street
Fort Myers, Florida 33901

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VI

The affairs of the Corporation are to be managed initially by a Board of three Directors (which may be expanded to five) who will be appointed by the Developer as provided for in the By-Laws of the Corporation. After relinquishment of Developer control (turnover), the Board may be composed of either three, five or seven Directors.

ARTICLE VII

The names of the Officers who are to serve until the first election or appointment under the Articles of Incorporation are:

TIMOTHY OAK	-	**President**
KENNETH W. HAYDEN	-	**Vice President**
KELLI EASTMAN	-	**Secretary / Treasurer**

ARTICLE VIII

The number of persons constituting the first Board of Directors shall be three, and their names and addresses are as follows:

TIMOTHY OAK
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

KENNETH W. HAYDEN
24201 Walden Center Drive, Suite 206
Bonita Springs, Florida 34134

KELLI EASTMAN

24301 Walden Center Drive, Suite 300

Bonita Springs, Florida 34134

ARTICLE IX

After turnover, the By-Laws of the Corporation are to be made, altered or rescinded by two thirds of the voting interests of the Corporation; prior to turnover by a majority of the Directors alone.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

> After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the By-Laws, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of two thirds of the voting interests of the Corporation; prior to turnover, by the Directors alone.

ARTICLE XI

Each unit in Castillo at Tiburon shall have one full indivisible vote which shall be cast as provided for in the By-Laws.

ARTICLE XII

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII

The Corporation shall have all powers not prohibited to it by law together with such additional powers as are contained in the Declaration and the By-Laws.

ARTICLE XIV

No part of the net earnings of the Corporation shall inure to the benefit of any member or 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 XV

The name of the registered agent and place for service of process shall be Vivien N. Hastings, whose address is: 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of November, 2000.

_____________________(SEAL)

RICHARD D. DeBOEST, SR.

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 22nd day of November, 2000, by **Richard D. DeBoest, Sr.** who is personally known to me.

NOTARY PUBLIC:

(Sign) Anne E. Heerwagen

(Print) ANNE E. HEERWAGEN

STATE OF FLORIDA AT LARGE (SEAL)

Commission # CC 797967

My Commission Expires: 12/20/2002

ANNE E. HEERWAGEN
MY COMMISSION # CC 797967
EXPIRES: December 20, 2002
Bonded Thru Notary Public Underwriters

FILED
00 NOV 27 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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 Hastings

VIVIEN N. HASTINGS