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FLORIDA NON-PROFIT CORPORATION

Friends of Kensington Golf and Country Club, Inc.

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N. Culligan OCT 3 - 2001

ARTICLES OF INCORPORATION
OF
FRIENDS OF KENSINGTON GOLF AND COUNTRY CLUB, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name of the Corporation is Friends of Kensington Golf and Country Club, Inc.

The principal address and the mailing address of the Corporation is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE II
Not For Profit

This Corporation is a corporation not for profit under the laws of the State of Florida.

ARTICLE III
Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV
Purposes

The purposes and objects of the Corporation are to prepare for the turnover of Kensington Golf and Country Club, that manages and operates the Kensington Community, a residential community located in Collier County, Florida, and such other purposes as are authorized under Chapter 617 of the Florida Statutes. The Corporation is organized and operated solely for administrative purposes. It is not intended that the Corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member.

ARTICLE V
Directors

The affairs of the Corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The initial Directors are:

John Hagan
5209 Old Gallows Way
Naples, FL 34105

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Virginia Dill
2988 St. Barnabas Ct.
Naples, FL 34105

Richard Rejman
5004 Kensington High Street
Naples, FL 34105

Sheila Clarke
2629 Finchley Lane
Naples, FL 34105

James Bresnahan
3195 Lancaster Square #2
Naples, FL 34105

Phil Saylor
2875 Gulf Shore Blvd. North #105
Naples, FL 34103

Richard McBride
3035 Lancaster Square #2
Naples, FL 34105

Ken Sutherland
2626 Finchley Lane
Naples, FL 34105

Edward Keen
4829 Keswisk Way
Naples, FL 34105

Robert Cagann
4965 Westchester Ct. #4303
Naples, FL 34105

David Portman
5009 Kensington High Street
Naples, FL 34105

ARTICLE VI
Registered Office and Agent

The address of the initial registered office of the Corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103-3060, and the name of its initial registered agent at such address is Naples-Lawdock, Inc.

ARTICLE VII
Incorporator

The name and address of the incorporator is John D. Humphreville, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103-3060.

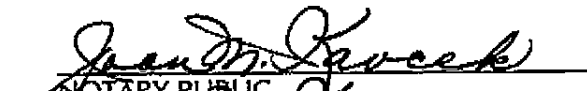
Executed this 2nd day of October, 2001.


John D. Humphreville, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of October, 2001 by John D. Humphreville, who is personally known to me and who did not take an oath.

(SEAL)


NOTARY PUBLIC
Joan M. Kavcak
Printed Name of Notary Public
My Commission Expires: _____



**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 48.091, Florida Statutes and Section 617.0501, Florida Statutes,
the following is submitted:

1. That Friends of Kensington Golf and Country Club, Inc. desiring to organize under
the laws of the State of Florida, has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail
North, Suite 300, Naples, Collier County, Florida 34103-3060, as its agent to accept service of
process within Florida.

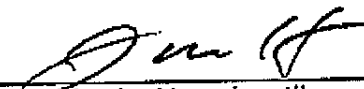
Dated: October 2, 2001


John D. Humphreville, Incorporator

2. That, 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; I am
familiar with and hereby agree to comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

Naples-Lawdock, Inc.

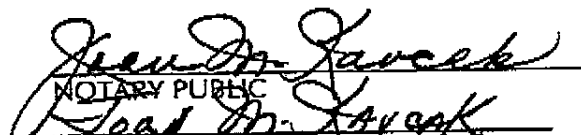
Dated: October 2, 2001

By: 
John D. Humphreville, as
Vice President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2nd day of October, 2001 by
John D. Humphreville, as Vice President of Naples-Lawdock, Inc., who is personally known to me
and who did not take an oath.

(SEAL)


NOTARY PUBLIC
Printed Name of Notary Public
My Commission Expires: _____



Friends of Kensington Golf and Country Club, Inc.
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