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FLORIDA NON-PROFIT CORPORATION

TIVOLI RESIDENTS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
TIVOLI RESIDENTS' ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Business Corporate Acts.

ARTICLE I

NAME: The name of the corporation, herein called the "Neighborhood Association", is Tivoli Residents' Association, Inc., and its address is c/o Pulte Home Corporation, 9148 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135.

ARTICLE II

DEFINITIONS: The definitions set forth in the Neighborhood Declaration of Covenants, Conditions and Restrictions for Tivoli, the Declaration of Covenants, Conditions, Restrictions and Easements for Miromar Lakes Beach and Golf Club and Section 720.301, F.S., (2001), shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Neighborhood Association is organized is to provide a homeowners' association entity pursuant to Section 720.301, FS. (2001) to act as a "Neighborhood Association" for the operation of Tivoli (the "Community") located in Lee County, Florida. The Neighborhood Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Neighborhood Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Neighborhood Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Neighborhood Documents and the Miromar Lakes Documents and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Neighborhood Documents and the Miromar Lakes Documents as they may hereafter be amended, including but not limited to the following (provided that all such powers and duties are subject to and subordinate to the powers and duties of the Master Association):

- (A) To make and collect assessments against members of the Neighborhood Association to defray the costs, expenses and losses of the Neighborhood Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Neighborhood Association property.
- (C) To purchase insurance for the protection of the Neighborhood Association and its members.

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- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Neighborhood Association property.
- (E) To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.
- (F) To approve or disapprove the transfer, leasing and occupancy of Parcels as provided in the Declaration.
- (G) To enforce the provisions of the laws of the State of Florida that are applicable to the Community, and the Governing Documents.
- (H) To contract for the management and maintenance of the Community and the Neighborhood Association property, and any property or easements and related improvements that are dedicated to the Neighborhood Association by plat, and to delegate any powers and duties of the Neighborhood Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Neighborhood Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement.
- (L) To acquire, own, lease and dispose of any real and personal property.
- (M) To sue and be sued.

All funds and the title to all property acquired by the Neighborhood Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution or final liquidation of the Neighborhood Association, the responsibility for the operation and maintenance of the Community, including any property or easements and related improvements that are dedicated to the Neighborhood Association by plat, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Neighborhood Association shall be the record owners of a fee simple interest in one or more Parcels. Class A members of the Neighborhood Association are all owners other than Developer. The Class B member is the Developer as further provided in the Bylaws.

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- (B) The share of a member in the funds and assets of the Neighborhood Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.
- (C) Except as otherwise provided in the Declaration and Bylaws with respect to the Class B Member, the owners of each Parcel, collectively, shall be entitled to one vote in Neighborhood Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Neighborhood Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Neighborhood Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Neighborhood Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Neighborhood Association shall initially be appointed by and shall serve at the pleasure of the Developer, and following transition shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Neighborhood Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Neighborhood Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

Greg G. Wolpert
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

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W. Michael Meeks
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

R. Scott Griffith
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

The initial Officers are: Greg G. Wolpert - President; R. Scott Griffith - Vice President; and W. Michael Meeks - Secretary/Treasurer.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Neighborhood Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Prior to transition of control of the Board of Directors from the Developer of the Community, amendments shall be adopted by the Board of Directors. Subsequent to transition of control of the Board of Directors, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as Developer owns a Parcel an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Developer, which consent may be denied in Developer's discretion, provided, further, that regardless of whether Developer owns a Parcel, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit. Provided, however, that amendments to these Articles shall not be filed or recorded, nor shall they be deemed effective until they have been reviewed and approved by the Master Association. Approval of amendments to these Articles by the Master Association shall not be construed as a delegation of the Master Association's rights, powers or controls under the Miromar Lakes Declaration.
- (D) Effective Date. An amendment shall become effective upon review and approval by the Master Association, filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required for the execution of a deed.

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ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Neighborhood Association shall indemnify and hold harmless every Director and every officer of the Neighborhood Association against all expenses and liabilities, including attorney 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 Neighborhood Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Neighborhood Association, in a proceeding by or in the right of the Neighborhood Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Neighborhood Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Greg G. Wolpert
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Greg G. Wolpert
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 8th day of October, 2001.



Greg G. Wolpert, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

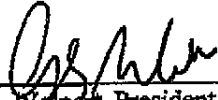
1. The name of the corporation is:

TIVOLI RESIDENTS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Greg G. Wolpert
c/o Pulte Home Corporation
9220 Bonita Beach Road, Suite 215
Bonita Springs, FL 34135

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TALLAHASSEE, FLORIDA



Greg G. Wolpert, President

DATE 10/8/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

Greg G. Wolpert

DATE 10/8/01