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February 28, 2002

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FILED
02 MAR -4 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: VENTANAS II AT TIBURON CONDOMINIUM ASSOCIATION, INC.

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

3/11

FILED
02 MAR -4 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VENTANAS II AT TIBURON CONDOMINIUM ASSOCIATION, INC.

(A NON-PROFIT FLORIDA CORPORATION)

ARTICLE I

The name of this corporation is **Ventanas II at Tiburon Condominium Association, Inc.**

ARTICLE II

The purpose for which this corporation is organized is to act as the governing association of the proposed Ventanas II at Tiburon, A Condominium, located in Naples, Collier County, Florida (the "Condominium") according to the Declaration of Condominium for Ventanas II 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 34134.

ARTICLE III

The qualification of members and the manner of their admission shall be as follows: Any approved person or persons who hold title in fee simple to a condominium unit in the Condominium shall by virtue of such ownership be a member of this corporation. Provided however, that transfer of membership shall be made only as a part of and incident to the transfer of ownership of a condominium unit with such transfers being subject to and controlled by the transfer procedures set forth in the Declaration of Condominium. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing record title to a unit in the Condominium and the delivery of a copy of the recorded instrument to the Association within a reasonable time following such recordation. Such delivery is not required for initial conveyances by the Developer. The owner designated by such instrument thereby becomes a member of the Association and the membership of the previous owner is thereby terminated.

ARTICLE IV

This 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 this 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. Subsequent Boards 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:

ART FRIEDMAN	-	**President**
RON CICCONE	-	**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:

ART FRIEDMAN
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

RON CICCONE
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

KELLI EASTMAN
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

ARTICLE IX

After turnover, the By-laws of this corporation are to be made, altered or rescinded by 67% of the voting interests of this 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 67% of the voting interests of this corporation; prior to turnover, by the Directors alone.

ARTICLE XI

Each unit in the Condominium shall have one full indivisible vote.

ARTICLE XII

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

ARTICLE XIII

This corporation shall have all the powers permitted by law together with such additional specific powers as are contained in the Declarations and By-laws.

ARTICLE XIV

No part of the net earnings of this corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of Association 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 28 day of Feb, 2002.

/ (SEAL)

RICHARD D. DeBOEST, Sr.

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28th day of February, 2002, 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)

My Commission # 797967

My Commission Expires: 12/20/2002

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

FILED
02 MAR -4 AM 8:41
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 N. HASTINGS