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**DAVID L. COOK
BOARD CERTIFIED REAL ESTATE ATTORNEY**

E-MAIL: DCOOK@WINDELSMARXFL.COM

April 2, 2002

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Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

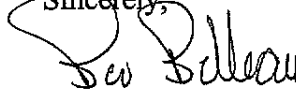
Dear Sir/Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation of Wiggins Bay Dock Owners Association, Inc.

Also enclosed is a check payable to the Department of State in the amount of \$78.75 to cover the filing fee and the cost of a certified copy of the filing. Please send the certified copy and your letter of acknowledgment to me in the enclosed, self addressed, pre-stamped envelope.

If you have any questions, please telephone me.

Sincerely,



Bev Belleau, Paralegal for:
David L. Cook, Esq.

**FILED
02 APR -3 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

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/bb
Enclosures

**ARTICLES OF INCORPORATION
OF
WIGGINS BAY DOCK OWNERS ASSOCIATION, INC.**

FILED
02 APR -3 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation not for profit under the Florida Business Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is:

WIGGINS BAY DOCK OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal place of business and mailing address of the Association is:

c/o SouthWest Property Management
1044 Castillo Drive, Suite 206
Naples, Fla. 34103

ARTICLE III - PURPOSE

The purpose of the business to be transacted by this Association is to engage in any and all business associated with the ownership, administration, operation, and management of those certain docks, dock slips, and upland properties located in the project commonly referred to as Wiggins Bay/Tarpon Cove, located in Collier County, Florida (the "Marina"), with all the powers permitted under the laws of the State of Florida, including but not limited to the powers enumerated in this Article, and as delimited by the provisions of the Bylaws of the Association.

ARTICLE IV - POWERS

- 4.01 The Association shall have the power to fix, establish, levy and collect membership and transfer fees, dues and assessments, by any lawful means from both members and non-member boat slip owners, for the purpose of exercising its powers and carrying out its responsibilities.
- 4.02 The Association shall have the power to buy, sell, trade, lease, and improve and encumber property, real and personal.

- 4.03 The Association shall have the power to improve, maintain, repair, replace, reconstruct after casualty, operate and manage Association property and any other property owned or leased by the Association.
- 4.04 The Association shall have the power to acquire and pay for insurance on the Association property and for the protection of the Association and its members and non-member boat slip owners.
- 4.05 The Association shall have the power to make and amend reasonable rules and regulations for the use and appearance of Association property and for the benefit, health, safety, welfare and happiness of the members of the Association and non-member boat slip owners.
- 4.06 The Association shall have the power to enforce through legal means these Articles, the Bylaws, and any rule or regulation as contemplated by these Articles.
- 4.07 The Association shall have the power to hire and fire agents, employees, and independent contractors to discharge the responsibilities of the Association and to maintain the Association property.
- 4.08 The Association shall have other powers generally granted to Associations not-for-profit under Chapter 617, Florida Statutes.

ARTICLE V - MEMBERSHIP CERTIFICATES AND DISTRIBUTIONS

5.01 Equitable ownership in the Association shall be evidenced as follows:

- (a) Membership Certificates. Pursuant to Chapter 617, Florida Statutes, there shall be authorized one Membership Certificate for each boat slip in the Marina. Each owner of a boat slip in the Marina may purchase and own one Membership Certificate for each boat slip owned. Each Membership Certificate shall be identified with a particular boat slip number. The Certificates identified to boat slips whose owners elect not to become members of the Association shall be retained and held by the Association unless and until such boat slip owner elects to become a member by paying the current membership fee. Ownership of a Membership Certificate shall carry with it the rights appurtenant to ownership of boat slips in the Marina and such additional rights as may be established in the By-Laws for members. Each Membership Certificate shall entitle its holder to one vote on matters properly put before the members, except that the Association shall not be entitled to vote all Membership Certificates held by the Association.

- 5.02 The Association shall not pay any dividends or distribute any part of the income of the Association, if any, to its members, directors or officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Articles, the Bylaws, and any regulations adopted by the Association.
- 5.03 Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members in conformity with its purposes or from making any payments or distributions to members of monies or properties upon dissolution or final liquidation as permitted by §617.011, Florida Statutes, or a statute of similar import.
- 5.04 The Association may reimburse its directors, officers and members for expenses authorized and approved by the board of directors and incurred for or on behalf of the Association.
- 5.05 The Association may pay compensation in a reasonable amount to its directors, officers and members for actual services rendered to the Association, as authorized and approved by the board of directors.

ARTICLE VI - TERM OF EXISTENCE

This Association shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association and the name of its initial registered agent at that office is:

David L. Cook, Esq.
3461 Bonita Bay Blvd., Suite 221
Bonita Springs, Fla. 34134

ARTICLE VIII - BOARD OF DIRECTORS

This Association shall have seven (7) initial directors. The number of directors may be increased or decreased from time to time by the By-Laws of this Association but shall always be an odd number greater than or equal to five (5). The directors must be shareholders in the Association. The directors shall be elected by the shareholders in accordance with the provisions of the Bylaws.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the Initial Directors of this Association are:

Steve Lochirco
300 Horsecreek Drive, Apt. 505
Naples, Fla. 34110

Stanton Bricker
768 Wiggins Bay Drive
Naples, Fla. 34110

George Sichanis
758 Mainsail Place
Naples, Fla. 34110

George Andelfinger
320 Horsecreek Drive, Apt. 403
Naples, Fla. 34110

Donald Fox
760 Wiggins Bay Drive
Naples, Fla. 34110

James Hammond
780 Wiggins Bay Drive
Naples, Fla. 34110

Scott Uram
430 Cove Tower Drive
Naples, Fla. 34110

The persons named as the Initial Directors shall hold office until the first Annual Meeting of the shareholders of this Association, and thereafter until their successors are chosen and qualified, or until their earlier resignation or removal.

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

David L. Cook, Esq.
3461 Bonita Bay Blvd., Suite 221
Bonita Springs, Fla. 34134

ARTICLE XI - OFFICERS

The affairs of the Association shall be administered by the officers elected by the board of directors in accordance with the Bylaws. The initial officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

Steve Lochirco, President
Stanton Bricker, Vice President
George Sichanis, Secretary
George Andelfinger, Treasurer

ARTICLE XII - BYLAWS

The original Bylaws of the Association ("Bylaws") shall be adopted by a majority vote of the Board. Thereafter, the Bylaws may be altered, amended, or rescinded only in the manner provided for in the Bylaws.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon directors and officers in connection with any proceeding to which such director or officer may be a party, by reason of being or having been a director or an officer with the Association, whether or not such person is a director or an officer at the time such expenses are incurred, except in cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the board of directors approves such settlement and reimbursement as being in the interests of the Association. Such right of indemnification shall be in addition to and not exclusive of other right to which such director or officer may be entitled.

ARTICLE XIV - TRANSACTIONS IN WHICH DIRECTORS AND OFFICERS ARE INTERESTED

14.01 In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, Association, or partnership or other legal entity shall be affected or invalidated by the fact that any director or officer of the Association is pecuniarily or otherwise interested in, or is a director, member, or officer of any such other firm, association, Association, or partnership or other legal entity, or is a party to is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, corporation,

Association, or partnership or other legal entity pecuniarily or otherwise interested therein.

- 14.02 Any director may vote and be counted in determining the existence of a quorum at any meeting of the board of directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if such director were not so interested, or were not a director, member or officer of such firm, association, corporation, partnership or other legal entity.

ARTICLE XV - DISSOLUTION

- 15.01 The Association may be dissolved by a resolution to that effect adopted by a vote of members representing the votes of at least two-thirds of the outstanding Membership Certificates, at a meeting called at least in part for that purpose upon lawful notice, or by the execution of a written instrument, and an appropriate decree being filed as set forth in §617.05, Florida Statutes, or a statute of similar import.

ARTICLE XVI - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be (i) distributed among the members in proportion to the relative fair market value of the Membership Certificates at the date of original issuance of such Certificates, as determined in the reasonable discretion of the board of directors or, on approval of members representing at least two-thirds of the total Membership Certificates, (ii) dedicated to an appropriate governmental agency, public agency, or authority to be used for purposes similar to those for which the Association is organized. In the event that acceptance of such dedication is not accepted, such property shall be granted, conveyed, and assigned to a non-profit corporation, association, trust or other organization to be devoted to purposes as nearly the same as practicable to those to which they were required to be devoted by the Association.

ARTICLE XVII - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by not less than one third of the board of directors of the Association or by the members representing not less than one third of the total Membership Certificates. Amendments may be adopted by the affirmative vote of members representing not less than two-thirds (2/3) of the total Membership Certificates. Additional requirements governing amendments to the Articles of Incorporation may be set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed the foregoing this 1st day of APRIL, 2002.

INCORPORATOR:

David L. Cook
David L. Cook, Esq.

Registered Agent:

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, 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.

David L. Cook
David L. Cook, Esq.

**STATE OF FLORIDA
COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 1st day of APRIL, 2002, by David L. Cook, who is personally known to me or has produced a _____ Drivers license as a form of identification.



(SEAL)

Beverly A. Belleau
Notary Public
Printed Name Beverly A. Belleau
Commission No. DD 037625
My Comm. Expires 10-19-05

IN WITNESS WHEREOF, the undersigned has executed the foregoing this 1st day of APRIL, 2002.

INCORPORATOR:

David L. Cook
David L. Cook, Esq.

Registered Agent:

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, 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.

David L. Cook
David L. Cook, Esq.

**STATE OF FLORIDA
COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 1st day of APRIL, 2002, by David L. Cook, who is personally known to me or has produced a _____ Drivers license as a form of identification.



(SEAL)

Beverly A. Belleau
Notary Public
Printed Name Beverly A. Belleau
Commission No. DD 037625
My Comm.Expires 10-19-05

02 APR -3 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED