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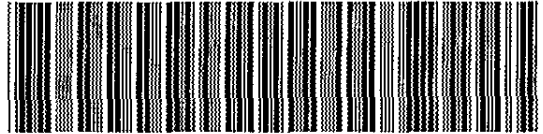
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DIVISION OF CORPORATIONS

02 OCT 30 AM 11:05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT 30 PM 2:04

FILED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Koreshan Conservation
Area, Inc

Signature _____

Requested by: SW

10/30

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
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- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
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- _____ Courier _____

**ARTICLES OF INCORPORATION
KORESHAN CONSERVATION AREA, INC.
(A Corporation, Not-for-Profit)**

FILED

02 OCT 30 PM 2: 04

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create a corporation for the purpose and with the powers herein mentioned.

ARTICLE I

NAME AND ADDRESS

The name of the corporation, herein called the "Association," is Koreshan Conservation Area, Inc., and its address is 24860 Burnt Pine Drive, Bonita Springs, Florida 34134.

ARTICLE II

PURPOSE AND POWERS

2.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate a conservation area pursuant to that certain Declaration of Restrictions, Easements, and Covenant for Assessments for Koreshan Conservation Area recorded or to be recorded in the public records of Lee County, Florida.

2.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation, not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles or the By-Laws of this Association, or that certain Declaration of Restrictions, Easements, and Conservation Area, (recorded or to be recorded in the Public Records of Lee County, Florida), and it shall have all the powers and duties reasonably necessary to operate the Common Areas and the Conservation Area pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- A. To levy and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;
- B. To own, lease, maintain, repair, replace, add to or operate the Common Area;
- C. To purchase insurance upon the Common Area for the protection of the Association and its members;

D. To reconstruct improvements after casualty and to make further capital improvements or additions to the Common Area;

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Area and the operation of the Association;

F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

G. To contract for the management and maintenance of the Conservation Area and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

I. To borrow or raise money for any proposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association; and

J. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

ARTICLE III

MEMBERSHIP

3.1 Qualification. The Members of the Association shall be as defined in the Declaration, and as further provided in the By-Laws.

3.2 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

TERM

4.1 Term. The term of the Association shall be perpetual.

4.2 Dissolution. In the event of dissolution, any portions of the Properties consisting of the surface water management system shall be conveyed to an appropriate agency or

government. If not accepted, the system must be deeded to a Florida corporation, not-for-profit, that will accept responsibility.

ARTICLE V

BY-LAWS

5.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS

6.1 Procedure. Amendments to these Articles shall be proposed and adopted in the following manner:

A. These Articles of Incorporation may be amended by a majority vote of the Directors of the Association at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

B. Any proposed amendment to these Articles, which would affect the surface water management system (including environmental conservation areas and the water management portions of the Conservation Area), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

C. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS

7.1 Election by Owners. Upon turnover of control of the Association to members other than the Declarant, one (1) Director shall be appointed by the Commercial Owner and one (1) Director shall be appointed by the Multi-Family Owner. Those two appointed Directors shall then appoint a mutually agreeable third Director. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.2 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of three (3) Directors.

7.3 Election of Officers. The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INDEMNIFICATION

8.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment 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 interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or Officer has 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.

8.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or officer may be entitled.

ARTICLE IX

PRINCIPAL OFFICE

9.1 Address. The principal office of the Association shall be located at 24860 Burnt Pine Drive, Bonita Springs, Florida 34134. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE X

SUBSCRIBER

10.1 Name. The name of the subscriber to these Articles of Incorporation is as follows:

Matthew L. Grabinski

10.2 Address. The address of the subscriber to these Articles of Incorporation is as follows:

5551 Ridgewood Drive, #101
Naples, Florida 34018

ARTICLE XI

REGISTERED AGENT

11.1 Initial Registered Agent. The initial registered agent of the Association is Matthew L. Grabinski, and the street address of the initial registered office of the Association is 5551 Ridgewood Drive, Naples, Florida 34108. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal this 29th, day of October, 2002.

SUBSCRIBER:



Matthew L. Grabinski

STATE OF FLORIDA

COUNTY OF Collier

The foregoing instrument was acknowledged before me this 29th day of October, 2002, by Matthew L. Grabinski, who is personally known to.

(Seal)



Notary Public

Printed Name: Judith P. Watkevich

My Commission Expires: 5-29-04




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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Matthew L. Grabinski

Dated: October 29th, 2002.

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