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CAPITAL CONNECTION, INC.

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

Schooner Cove Villas

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- _____ Fictitious Owner Search _____
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCHOONER COVE VILLAS MASTER ASSOCIATION, INC.

The undersigned, for the purpose of forming a not-for-profit Corporation in accordance with the laws of the State of Florida, hereby acknowledge and file these Articles of Incorporation in the office of the Secretary of the State of Florida, and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be Schooner Cove Villas Master Association, Inc. For convenience, the Corporation shall be referred to as the "Corporation".

ARTICLE II
PURPOSES AND POWERS

The Corporation shall have the following powers:

A. To promote the health, safety and social welfare of the owners of property within Schooner Cove Villas, a community located in Charlotte County, Florida, and hereinafter referred to as "the Property".

B. To provide for maintenance service and such other services ("Community Services") the responsibility for which has been imposed upon and delegated to the Corporation pursuant to the Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas.

C. To carry out the duties and obligations and receive the benefits given the Corporation by the Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas.

D. To establish By-Laws and Rules and Regulations for the operation of the Corporation and to provide for the formal administration of the Corporation; to enforce the By-Laws, the Rules and Regulations of the Corporation and the Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas.

E. To contract for the management of the Property and for the furnishing of the Community Services and to delegate to the party with whom such contract has been entered into the powers and duties of the Corporation.

F. To operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all

lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances, sue and be sued.

G. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Properties.

H. To levy and collect assessments against owners of units located within Schooner Cove Villas in order to pay all expenses of the Corporation as provided in the Master Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas.

I. To manage, maintain, insure, equip, improve, repair, reconstruct, pay taxes and expenses, replace and operate the Property and provide the Community Services and to borrow money without limitation as to amount if necessary to fulfill such purposes.

J. To grant easements, licenses, rights-of-way, etc., over and across the Property.

K. The Corporation shall have all of the common law and statutory powers of a Corporation not-for-profit under Chapter 617 of the Florida Statutes and those of homeowners' association pursuant to Chapter 720, Florida Statutes, which are not in conflict with the terms of these Articles, and the Declaration of Covenants, Conditions and Restrictions for Schooner Cove Villas.

It is not intended for the Association to show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member.

ARTICLE III

MEMBERS

Classes: The Master Association shall have two (2) classes of membership. Class "A" and Class "B" as follows:

1. Class "A". Class "A" Members shall be all owners of units with the exception of the Class "B" Member. One (1) vote shall be attributable to each unit for which a Class "A" membership is held. No owner of a unit, whether one (1) or more persons, shall have more than one (1) membership per unit.
2. Class "B". The Class "B" Member shall be the Declarant. The Class "B" Member shall be entitled to five (5) votes for each unit owned or planned for development by Declarant. The Class "B" Member shall also be entitled to appoint all of the members of the Board of Directors prior to "Turnover", as hereafter defined. At Turnover the Declarant's Class "B" votes shall be converted to Class "A" votes, and Declarant shall be entitled to cast one (1) vote for each unit which it owns. At Turnover, Members other than Declarant shall be entitled to elect at least a majority of all members of the Board of Directors.

"Turnover" shall occur on the earliest of the following events:

1. Three (3) months after ninety percent (90%) of the units in all phases of Schooner Cove Villas that will ultimately be operated by the Master Association have been conveyed to Members other than Declarant; or
2. Such earlier date as determined by Declarant, in its sole and absolute discretion.

Declarant shall continue to be able to appoint one (1) member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the units in all phases of Schooner Cove Villas. After Declarant relinquishes control of the Master Association, Declarant may exercise the right to vote all of its voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Master Association or selecting the majority of the members of the Board of Directors of the Master Association.

ARTICLE IV **EXISTENCE**

The Corporation shall have perpetual existence. However, if the Corporation is dissolved, the control or right of access to the property containing surface water management systems facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Corporation.

ARTICLE V **SUBSCRIBERS**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

Tamela Eady Wiseman
350 Fifth Avenue South, Suite 203
Naples, Florida 34102

ARTICLE VI **BOARD OF DIRECTORS**

The Initial Board of Directors shall consist of three (3) Directors. The names and addresses of the Initial Directors are:

NAME	ADDRESS
Joseph D. Boff	942 N. Collier Blvd. Marco Island, Florida 34145

Steven D. Oyer 942 N. Collier Blvd.
Marco Island, Florida 34145

Jack F. Stanley 2660 Airport Road South
Naples, Florida 34112

The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

After Turnover, and subject to the Declarant's authority outlined above, the members shall elect Directors for terms as set forth in the By-Laws. Directors need not be members of the Corporation.

ARTICLE VII **OFFICERS**

The affairs of the Corporation shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joseph D. Boff	President, Secretary, Treasurer	942 N. Collier Blvd. Marco Island, Florida 34145

ARTICLE VIII **BY-LAWS**

The original By-Laws of the Corporation shall be adopted by the Initial Board of Directors. Thereafter, the By-Laws may be altered, amended or rescinded only in the manner provided for in By-Laws. Such alteration, amendment or rescission of the By-Laws may not be adopted and shall not become effective without the prior written consent of Woodthrush Development Corp. for as long as it is a member.

ARTICLE IX **TRANSACTIONS IN WHICH DIRECTORS** **OR OFFICERS ARE INTERESTED**

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the

Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.


ARTICLE X
INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Corporation whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such Director or Officer may be entitled.

ARTICLE XI
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Corporation shall be at 942 North Collier Boulevard, Marco Island Florida 34145, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered agent is Tamela Eady Wiseman and the initial address of such registered agent is 350 Fifth Avenue South, Suite 203, Naples, Florida 34102.

16th IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation, this day of April, 2003.

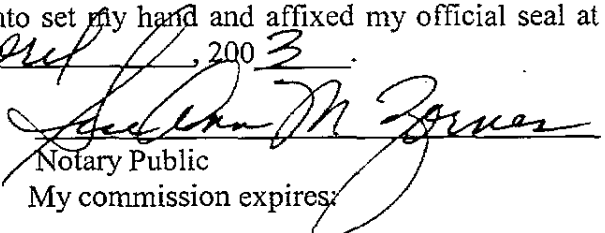

Tamela Eady Wiseman

STATE OF FLORIDA
COUNTY OF COLLIER

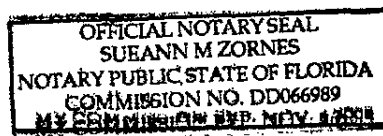
I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Tamela Eady Wiseman, well known to me and she acknowledged executing the foregoing Articles of Incorporation of Schooner Cove Villas Master Association, Inc. for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Collier County, Florida, this 16 day of April, 200 3.

[Seal]


Notary Public

My commission expires:

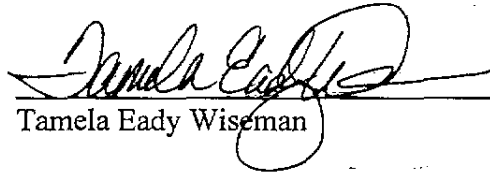


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Schooner Cove Villas Master Association, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named Tamela Eady Wiseman, located at 350 Fifth Avenue South, Suite 203, Naples, Florida 34102, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Tamela Eady Wiseman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA