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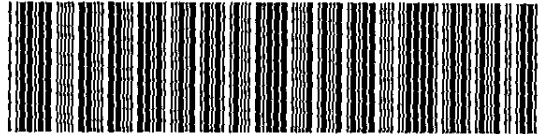
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OF COUNSEL

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- (Board Certified City, County and Local Government Attorney)
- ▲ (Certified Circuit Civil Mediator)
- ▲ (Certified Family Law Mediator)
- ▲ (Also Admitted in Iowa)

June 17, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Don Carlos Homeowners Association, Inc.**

Dear Sirs:

Enclosed please find an original and one (1) copy of the Non-Profit Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75 to cover the following fees:

- | | | |
|----|------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy | \$ 8.75 |
| 3. | Registered Agent Designation | \$35.00 |

Thank you.

Sincerely yours,

Craig R. Woodward

CRW/ach
Enclosure
cor/forms/cor002.frm

606 Bald Eagle Drive
Suite 500
P.O. Box One
Marco Island, FL 34146
TEL (239) 394-5161
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www.wpl-legal.com

03 JUN 23 AM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
DON CARLOS HOMEOWNER'S ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned who is of full age, does hereby certify:

ARTICLE I

The name of the corporation is Don Carlos Homeowner's Association, Inc.

The office of the association is located at 369 Pine Avenue, Naples, Florida 34108.

The name and address of the Registered Agent is Craig R. Woodward, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.

The terms used in these Articles shall have the definitions as provided in Article I of Declaration of Restrictions and Protective Covenants, (the "Covenants") recorded at O.R. Book 1132, Page 941, of the Public Records of Collier County, Florida.

ARTICLE II
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof; and the specific purposes for which it is formed are to provide for maintenance and preservation of the Residential Units, and Common Areas within that certain tract of property located in Collier County, Florida, known as "Don Carlos Development" pursuant to the provisions of the Covenants, and to promote the betterment of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Covenants Declaration, applicable to the property, recorded at O.R. Book 1132, Page 941, in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Covenants being incorporated herein by reference as if set forth as length;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Covenants; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

F. Have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

G. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Owners of the Property.

H. Enter into contracts for operational and maintenance services for the Common Areas and the management of the Association.

ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a Residential Unit in Don Carlos Development shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Residential Unit which is subject to assessment by the Association.

ARTICLE IV VOTING RIGHTS

The Association shall have two (2) classes of voting memberships:

Class A. Class A Members shall be all those Owners as defined in Article III. with the exception of GLOBAL-BAU, INC., a Florida Corporation, herein referred to as "the Developer or the Declarant " (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote the Class A Members are entitled to cast from time to time. The Class B Membership shall cease and terminate one (1) year after the last Lot within the Don Carlos Development (as defined in the Covenants) has been sold and conveyed by Developer, or any time prior thereto at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

ARTICLE V BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) members who shall be appointed by the Declarant and serve at Declarant's will. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Rolf Boehringer	369 Pine Avenue Naples, Florida 34108
Lilian Boehringer	369 Pine Avenue Naples, Florida 34108
Nadine Boehringer	369 Pine Avenue Naples, Florida 34108

After Declarant turns over control of the Association, the Board shall consist of at least three members, who shall be elected by the members in the manner determined by the Bylaws.

ARTICLE VI INDEMNIFICATION

The Association shall indemnify every director and every officer of the Association against all expenses and liabilities including attorney's 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 Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any director or officer.

B. Any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII AMENDMENTS

Subject to the rights of the Declarant who, as long as it owns any Lot can amend these articles without the consent of the members or the board, amendments of these Articles shall require the consent of two-thirds (2/3) of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Covenants. Amendments to the Bylaws may be made at a regular or special meeting of the members or by a vote of a majority of a quorum of the voting representatives present in person.

In case of a conflict between the Articles of Incorporation and the covenants, the covenants shall control.

ARTICLE IX NOT FOR PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers.

ARTICLE X OFFICERS

There shall initially be a President, Secretary and Treasurer of the Corporation. The initial officers of the corporation are as follows:

PRESIDENT

Rolf Boehringer

SECRETARY

Lilian Boehringer

TREASURER

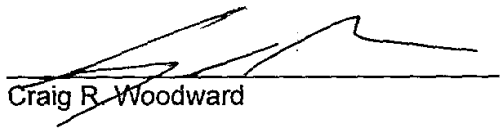
Nadine Boehringer

After Declarant turns over control of the Association, the officers shall consist of a President, Vice President and Secretary/Treasurer.

ARTICLE XI
INCORPORATORS

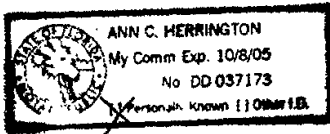
The name and address of the incorporator is: Craig R. Woodward, Esquire, at 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.

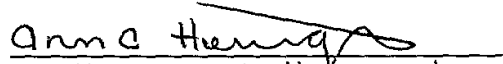
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association, has executed these Articles of Incorporation this 18 day of June, 2003.


Craig R. Woodward

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of June, 2003, by Craig R. Woodward, who is personally known to me.




Print Name: Ann C. Herrington
Notary Public
Commission No. DD 037173
My Commission Expires:

(SEAL)

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Don Carlos Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Collier, State of Florida, has named Craig R. Woodward, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above 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.


Craig R. Woodward