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FLORIDA NON-PROFIT CORPORATION

Province Park Homeowners Association, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

PROVINCE PARK HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED hereby creates a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, and certifies as follows:

ARTICLE 1

NAME

1.1 The name of the corporation shall be PROVINCE PARK HOMEOWNERS ASSOCIATION, INC. whose principal office is located at 4321 Winkler Extension, Fort Myers, Florida 33916. For convenience this corporation shall be referred to as the "Community Association."

1.2 Except as otherwise provided herein, the terms used in these Articles of Incorporation and in the By-Laws of the Community Association shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Restrictions and Easements for Province Park ("the Master Declaration").

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ARTICLE 2

PURPOSES

2.1 The purpose for which the Community Association is organized is to own, manage, operate and maintain certain recreational and other facilities used in common with all owners in Province Park (the "Community"). The Community Association is established as an overall master association, the members of which shall be all the condominium and homeowner associations in the Community and the owners of property in the Community who are not subject to the jurisdiction of such condominium and homeowner associations.

2.2 This Community Association is organized for the purpose of providing a convenient means of administering the Community. The Community Association is not a condominium association created pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes. The Community Association is established in order to won, operate, administer, maintain and repair portions of the Community and engage in various activities for the benefit of all residents of the Community and to enforce the covenants and restrictions contained in the Master Declaration.

2.3 The Community Association shall not issue shares of stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE 3

POWERS

3.1 The Community Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Community Association shall have all of the powers reasonably necessary to implement the purposes of the Community Association, including but not limited to the following:

(A) To adopt a budget or budgets and to make and collect assessments against members to defray the costs of the operation of the Community Association and the payment of Common Expenses.

(B) To use the proceeds of assessments in the exercise of its powers and duties.

(C) To maintain, manage, repair, replace and operate all the Common Areas, including but not limited to obtaining and maintaining adequate insurance to protect the Community Association and Common Areas.

(D) To reconstruct improvements after casualty and construct further improvements to the Common Areas.

(E) To make and amend rules and regulations governing the operation and use of the Common Areas.

(F) To enforce by legal means the provisions of the Master Declaration.

(G) To contract for the management of the Community Association and to delegate to such contractor all powers and duties of the Community Association except such as are specifically required by the Master Declaration to have approval of the Board of Directors or the members of the Community Association.

(H) Notwithstanding anything herein to the contrary, the Community Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7), of the Internal Revenue Code and its regulations as the same may now exist or as they may be hereinafter amended from time to time.

3.3 All funds and the titles to all property acquired by the Community Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Master Declaration.

3.4 The powers of the Community Association shall be subject to and shall be exercised in accordance with the provisions of the Master Declaration.

ARTICLE 4

MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

4.1 Each homeowner association and each condominium association in the Community ("Neighborhood Association") shall be members of the Community Association, and the owner of any real property in the Community not subject to the jurisdiction of a homeowner association or a condominium association, and no other persons or entities shall be entitled to membership.

4.2 The total number of votes shall be equal to the total number of residential dwelling units (Parcels) within the Community from time to time. On all matters which the membership shall be entitled to vote, there shall be one vote for each Parcel. Each homeowner or condominium association member shall have the number of votes equal to the number of Parcels contained within the Community operated by, or subject to the administration of, that association at the time of the vote. Each owner of real property not subject to the jurisdiction of an association shall have the number of votes equal to the number of Parcels contained within the Community owned by such owner. In the event that, at the time of any vote, there are no Parcels owned, or subject to the jurisdiction of, a member, such member shall not be entitled to vote, but the member shall be entitled to all other rights and be responsible for all obligations associated with membership in the Community Association.

4.3 The share of a member in the funds and assets of the Community Association cannot be assigned, hypothecated or transferred in any manner.

ARTICLE 5

DIRECTORS

5.1 All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of three (3) or five (5) Directors as shall be determined by the By-Laws. In the absence of a determination as to the number of Directors, the Board shall consist of three (3) Directors.

5.2 Directors of the Community Association shall be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws.

5.3 Until the first election of Directors, the names and addresses of the members of the initial Board of Directors are as follows:

Name	Address
ANTHONY RICHARDSON	4321 Winkler Extension Fort Myers, Florida 33916
DONNA MOYER	4321 Winkler Extension Fort Myers, Florida 33916
CRAIG TROJAN	4321 Winkler Extension Fort Myers, Florida 33916

ARTICLE 6

OFFICERS

The affairs of the Community Association shall be administered by a President, a Vice President, and a Secretary/Treasurer, all of whom shall be Directors, and as many Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be Directors. Such officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Community Association, which officers shall serve without compensation at the

pleasure of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible provided, however, that the office of President and Vice-President shall not be held by the same persons, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:	ANTHONY RICHARDSON
VICE-PRESIDENT:	DONNA MOYER
SECRETARY/TREASURER:	CRAIG TROJAN

ARTICLE 7

INDEMNIFICATION

Every Director and every Officer of the Community Association shall be indemnified by the Community Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Community Association or any settlement thereof, whether or not he is 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 misconduct, gross negligence or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interests of the Community Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 8

BY-LAWS

The By-Laws of the Community Association shall be adopted by the initial Board of Directors and may be altered, amended, or rescinded in the manner set forth in the By-Laws.

ARTICLE 9

AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner:

9.1 The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

9.2 Written notice of the meeting shall be sent by mail to each member at his address as it appears on the books of the Community Association not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. The notice shall set forth the proposed amendment or a summary of the changes to be effected thereby. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

9.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

9.4 Any number of amendments may be submitted to the members and voted upon by them at one meeting.

9.5 If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the foregoing Sections had been satisfied.

9.6 The members may amend the Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

9.7 An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Lee County, Florida.

ARTICLE 10

TERM

The Community Association shall have perpetual existence unless the Community is terminated sooner in accordance with the Master Declaration. In the event of the dissolution of the Community Association, or any successor entity thereto, any property dedicated or conveyed to the Community Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Community Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by the Community Association or such successor.

ARTICLE 11

INCORPORATOR, REGISTERED AGENT AND REGISTERED OFFICE

The name of the incorporator and the initial registered agent is ANTHONY RICHARDSON and the address of the incorporator and the initial registered office of the Community Association is 4321 Winkler Extension, Fort Myers, Florida 33916.

ARTICLE 12

DECLARANT'S RIGHTS

12.1 Until such time as the Declarant has transferred control of the Community Association to members other than the Master Declaration pursuant to the Master Declaration and Section 720.307, Florida Statutes;

(A) No vote of the members or the Board of Directors of the Community Association shall be effective without the written consent of the Declarant.

(B) The Declarant shall be entitled to appoint all Directors and no election of Directors shall be held by the members.

(C) The Declarant shall be entitled to unilaterally amend these Articles and the Bylaws.

12.2 The rights of the Declarant set forth in this Article may be relinquished in whole or in part by the Declarant at any time upon written notice to the Community Association. These rights may be enforced and assigned to any successor or assignee of the Declarant.

IN WITNESS WHEREOF, the incorporator and registered agent have executed this document on the date set forth below.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ANTHONY RICHARDSON/Registered Agent — Date 08/29/03

ANTHONY RICHARDSON/Incorporator — Date 08/29/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA