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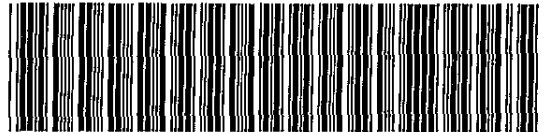
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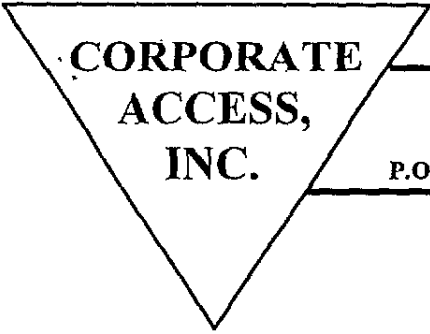


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1.) The Forum at Fort Meyer Association, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
FOR
THE FORUM AT FORT MYERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation is: THE FORUM AT FORT MYERS ASSOCIATION, INC., hereinafter referred to as the "Association." The mailing address for the Association is: c/o John R. Aldrich, 121 State Street, Albany, New York 12207-1622.

**ARTICLE II
PURPOSES**

The purposes of the Association are:

1. To provide for maintenance, preservation, control and operation of the Common Areas within The Forum at Fort Myers, located in Lee County, Florida, and such other property as may be added thereto, as set forth in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens for The Forum at Fort Myers, as recorded in the public records of Lee County, Florida (the "Declaration"). All terms used herein which are defined in the Declaration shall have the same meaning as set forth in the Declaration, unless otherwise indicated herein;
2. To otherwise promote the health, safety, and welfare of its Members and their property within The Forum at Fort Myers.

**ARTICLE III
POWERS**

1. **GENERAL POWERS.** The Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration.
2. **NECESSARY POWERS.** The Association shall have all of the powers reasonable necessary to implement its purposes, including, but not limited to, the following:

- A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting the Common Areas;
- C. To fix establish, levy and collect Assessments as contemplated by the Declaration;
- D. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- E. To pay all taxes and other Assessments which are liens against the Association or the Common Areas;
- F. To operate and maintain the Surface Water Management System in accordance with the requirements of the South Florida Water Management District, and to contract for services to provide for the operation and maintenance of the Surface Water Management System; provided however, in the event that the Association is dissolved, the Surface Water Management System , and the property comprising such system, will be conveyed and be dedicated to a non-profit organization so as to ensure continued maintenance of the Surface Water Management System in perpetuity;
- G. To make and enforce reasonable rules and regulations governing the use and operation of the property covered by the Declaration;
- H. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- I. To contract for services necessary to operate and maintain the Common Areas.

ARTICLE IV
PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, 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 provision of these Articles and with the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its Members or from

making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Association.

ARTICLE V MEMBERSHIP

Every Owner, and the Declarant, so long as they own a Parcel, Lot or Unit within The Forum at Fort Myers, shall be members of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel, Lot or Unit which is subject to Assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Association, and the Declaration.

The Association shall have two (2) classes of membership: (a) Class "A" Members, and (b) Class "B" Members, as follows:

- A. Class "A". Class "A" Members shall consist of all Owners of Parcels, Lots or Units within The Forum at Fort Myers other than the Class "B" Member.
- B. Class "B". The Class "B" Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class "B" Membership shall terminate upon Turnover or Declarant's earlier termination, and be converted to Class "A" Membership, as described in the Declaration.

ARTICLE VI VOTING

- A. Voting Rights. Each Member of the Association shall be entitled to Voting Rights as set forth in the Declaration.
- B. Joint Ownership Corporations. Voting Rights may be exercised by a Member or the Member's spouse, subject to provisions of the Declaration and the By-Laws. In any situation where more than one person holds an interest in a Parcel, Lot or Unit the vote for the respective Parcel, Lot or Unit shall be exercised by any such person; provided, however, the persons holding the interest in the Parcel, Lot or Unit can notify the secretary of the Association, in writing, prior to or during any meeting of the manner in which the vote for the Parcel, Lot or Unit is to be exercised, and in the absence of such notice, the vote shall be suspended if more than one person seeks to exercise it. The Voting Rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

ARTICLE VII
ADDITIONS OF PROPERTIES AND MEMBERSHIP

Declarant may, so long as it owns any property in The Forum at Fort Myers and in accordance with the Declaration, add land to the Property and increase the number of Members.

ARTICLE VIII
BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) Directors appointed by Declarant. The names and addresses of the initial Directors are:

1. John R. Aldrich
121 State Street
Albany, New York 12207-1622
2. Michael E. Horn
17817 Davenport Road
Suite 210
Dallas, TX 75252
3. Kevin Bird
17817 Davenport Road
Suite 210
Dallas, TX 75252

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting after Turnover and at each annual meeting thereafter the Members shall elect Directors for terms as set forth in the Bylaws. Except for Directors appointed by Declarant, Directors must be Members of the Association or an officer of any Member of the Association that is a corporation or other business entity. Any Director appointed by Declarant shall serve at the pleasure of Declarant, and may be removed and replaced by Declarant, at its sole option and discretion.

ARTICLE IX
OFFICERS

The Board of Directors may elect Officers from among its Members. The Officers of the Association shall be the President, a Secretary/Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in 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:

Michael E. Horn	- President
Kevin Bird	- Vice President
John R. Aldrich	- Secretary/Treasurer

ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, 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 this being or having been a Director or Officer of the Association, 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 misfeasance or malfeasance in the performance of his 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. 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 XI
BYLAWS

The Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a Member.

ARTICLE XII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association 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 Association 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 XIII
AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by vote of seventy-five (75%) percent of the total Voting Rights of the Members, subject to the following restrictions:

1. So long as Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed of instrument.
3. No amendment shall conflict with the Declaration.

ARTICLE XIV
TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE XV
INCORPORATOR

The name and address of the incorporator of THE FORUM AT FORT MYERS ASSOCIATION, INC., is:

NAME	ADDRESS
Gregg S. Truxton	Bolaños Truxton, P.A. 12800 University Drive, Suite 350 Ft. Myers, Florida 33907

ARTICLE XVIII
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent for this corporation shall Bolaños Truxton, P.A., and the registered office shall be located 12800 University Drive, Suite 340, Ft. Myers, Florida 33907. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

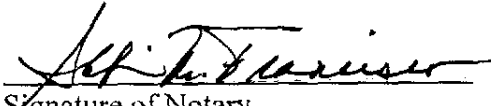
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 29 day of September 2003.


Gregg S. Truxton

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation of THE FORUM AT FORT MYERS ASSOCIATION, INC., was acknowledged before me this 29th day of September 2003, by Gregg S. Truxton, who is personally known to me, and who did not take an oath.




Signature of Notary

SEAL



Name of Notary Printed

Serial Number, Commission
Number (if any) Printed

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE 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:

First, that THE FORUM AT FORT MYERS 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 Ft. Myers, Lee County, State of Florida, has named Bolaños Truxton, P.A., located at 12800 University Drive, Suite 340, Ft. Myers, Florida 33907, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been 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.

Bolaños Truxton, P.A.

By: Gregg S. Truxton
Gregg S. Truxton

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