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DAMIAN C. TAYLOR

January 9, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of North Bay Village of Bonita Springs Land Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced not for profit corporation. Also enclosed you will find our Trust Account Check No. 3479 in the amount of \$78.75 to cover the following costs:

1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$ 8.75 - Certified Copy of the Articles of Incorporation

TOTAL AMOUNT DUE - \$78.75

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

CONROY, COLEMAN & HAZZARD, P.A.


Michael A. Durant

Encls.

ARTICLES OF INCORPORATION
OF
NORTH BAY VILLAGE OF BONITA SPRINGS LAND
CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Craven-Shaffer North Bay Village, LLC, Bonita Springs, Lee County, Florida as sole incorporator for the purposes set forth below.

ARTICLE I

The name of the corporation, herein called the "Association" is North Bay Village of Bonita Springs Land Condominium Association, Inc., and its address is 26811 South Bay Drive, Suite 305, Bonita Springs, Florida 34134.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of North Bay Village of Bonita Springs Land Condominium, a condominium, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not for profit 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 except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- A. To make and collect assessments against Members of the Association to disburse the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace, and operate the condominium property, including the operation and maintenance of any and all storm water management facilities and areas.

- C. To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further to the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- F. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Condominium and the condominium property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- K. To borrow or raise money for any proposes of the Association, and from time to time 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 instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by means of a mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the member shall consist of those who are members at the time of such termination. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

The term of the Association shall be perpetual.

ARTICLE V

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The business of the Association shall be conducted by the officers designated in the Bylaws. 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 VII

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

- A. Proposal: Amendments to these Articles may be proposed either by a majority of the Board or by a petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.

- B. Procedure: Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- C. Vote Required: Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- D. Effective Date: 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 VIII:

INITIAL DIRECTORS: The Initial Directors of the Association shall be:

James A. Nashman
26811 South Bay Drive, Suite 350
Bonita Springs, Florida 34134

Keith Jennings
26811 South Bay Drive, Suite 350
Bonita Springs, Florida 34134

Richard Lauer
26811 South Bay Drive, Suite 350
Bonita Springs, Florida 34134

ARTICLE IX:

The street address of the initial Registered Office of the Corporation is Conroy, Coleman & Hazzard, P.A., 2640 Golden Gate Parkway, Suite 115, Naples, Florida, 34105, and the name of its initial Registered Agent at that address is Michael A. Durant.

ARTICLE X

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 proceeding) 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, in a proceeding by or in the right 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.
- D. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement 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.

WITNESS WHEREOF, the incorporator has caused these presents to be executed this 10 day of December, 2003.

CRAVEN-SHAFFER NORTH BAY
VILLAGE, LLC, a Florida limited liability
company

By: _____
James A. Nashman, Managing Member
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James A. Nashman (*one of the following should be checked; if none are checked, she is personally known to me*) who is personally known to me, or ___ has produced _____ as identification, and who did take an oath, and who is known to be the Managing Member of Craven-Shaffer North Bay Village, LLC, a Florida limited liability company, on behalf of the company.

WITNESS my hand and official seal in the State and County last aforesaid this 10 day of December, 2003.

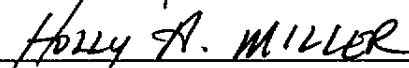
(SEAL)



HOLLY A. MILLER
MY COMMISSION # DD 154244
EXPIRES: October 7, 2006
Bonded Thru Budget Notary Services



NOTARY PUBLIC



Printed Name of Notary
My Commission Number is:
My Commission Expires:

**Acceptance of Designation
Registered Agent/Registered Office**

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.



Michael A. Durant

Dated: Dec. 27, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA