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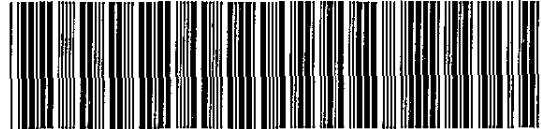
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STATE OF FLORIDA

CAPITAL CONNECTION, INC.

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

Carlisle Regency Homeowners'
Association, Inc.

Signature _____

Requested by: _____

Name

Date

Time

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- _____ Corp Record Search _____
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ARTICLES OF INCORPORATION

CARLISLE REGENCY HOMEOWNERS' ASSOCIATION, INC. (A Corporation, Not-for-Profit)

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create corporation for the purpose and with the powers herein mentioned.

ARTICLE I

NAME AND ADDRESS

The name of the corporation, herein called the "Association," is Carlisle Regency Homeowners' Association, Inc., and its address is 6945 Carlisle Court, Naples, Florida, 34109.

ARTICLE II

PURPOSE AND POWERS

2.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate Carlisle Regency, a senior residential community located in Collier County, Florida.

2.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation 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 under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Carlisle Regency (the "Declaration"), or the By-Laws of this Association, or any other restrictions of Carlisle Regency, and it shall have all the powers and duties reasonably necessary to operate Carlisle Regency pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

A. To levy and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;

B. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without, limitation, entry medians, parking areas, community pool and amenity areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the South Florida Water Management District or any other governmental agency;

C. To purchase insurance upon the Common Areas for the protection of the Association and its members;

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D. To reconstruct improvements after casualty and to make further capital improvements or additions to the Properties;

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

G. To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

I. To borrow or raise money for any proposes of the Association, 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 or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association; and

J. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

ARTICLE III

MEMBERSHIP

3.1 Qualification. The Members of the Association shall consist of all Owners of Lots or Units in the Properties as defined in the Declaration, and as further provided in the By-Laws.

3.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.

3.3 Assignment of Membership Rights. 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 fee simple interest in a Lot or Unit.

3.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

TERM

4.1 Term. The term of the Association shall be perpetual.

4.2 Dissolution. In the event of dissolution, any portions of the Properties consisting of the surface water management system shall be conveyed to an appropriate agency or government. If not accepted, the system must be deeded to a Florida corporation, not-for-profit, that will accept responsibility.

ARTICLE V

BY-LAWS

5.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS

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

A. Until election of a majority of the Board by Members other than the Developer, the Developer shall have the unilateral right to amend these Articles.

B. After election of a majority of the Board by Members other than the Developer, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by voting members representing at least thirty percent (30%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the members no later than the next annual meeting for which proper notice can be given.

C. After election of a majority of the Board by Members other than the Developer, these Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the Members present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

D. Any proposed amendment to these Articles, which would affect the surface water management system (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

E. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS

7.1 Appointment by Developer. All directors shall be appointed by the Developer until turnover of control of the Association to members other than the Developer.

7.2 Initial Board. The names and addresses of the initial Board of Directors are:

Peter F. Fagan
5311 SW 109th Avenue
Ft. Lauderdale, Florida 33328

Harvey P. Rafofsky
6945 Carlisle Court
Naples, Florida 34109

Peggy Martin
6945 Carlisle Court
Naples, Florida 34109

7.3 Election by Owners. Upon turnover of control of the Association to members other than the Developer, all directors shall be elected by the Owners in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.4 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

7.5 Election of Officers. The business of the Association shall be conducted by the officers designated in the By-Laws. 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 VIII

INDEMNIFICATION

8.1 Indemnification of Director or Officer. 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 proceedings) 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 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.

8.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute 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.

ARTICLE IX

PRINCIPAL OFFICE

9.1 Address. The principal office of the Association shall be located at 6945 Carlisle Court, Naples, Florida 34109. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE X

SUBSCRIBER

10.1 Name. The name of the subscriber to these Articles of Incorporation is as follows:

Richard J. Swift, Jr., Esq.

10.2 Address. The address of the subscriber to these Articles of Incorporation is as follows:

5551 Ridgewood Drive, Suite 101
Naples, Florida 34108

ARTICLE XI


REGISTERED AGENT

11.1 Initial Registered Agent. The initial registered agent of the Association is Thomas B. Garlick, and the street address of the initial registered office of the Association is 5551

Ridgewood Drive, Suite 101, Naples, Florida 34108. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 13th, day of May, 2004.

SUBSCRIBER:



Richard J. Swift, Jr., Esq.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 13 day of May, 2004, by Richard J. Swift, Jr., who is personally known to me.

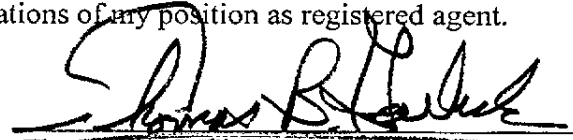
(Seal)




Notary Public
Printed Name: _____
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.


Thomas B. Garlick

Dated: May 13, 2004

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