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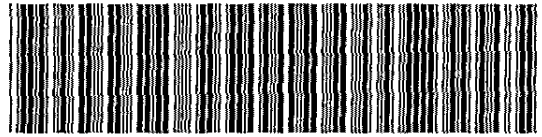
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
6/16/04

SIKET & SOLIS, LLP
ATTORNEYS AT LAW
1100 FIFTH AVENUE SOUTH
SUITE 301
NAPLES, FLORIDA 34102-6416
TELEPHONE TELECOPIER
(239)261-4673 (239)261-1579

June 14, 2004

VIA AIRBORNE EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

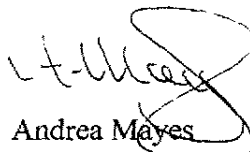
Re: Park East Place Condominium Association, Inc.
Articles of Incorporation
Our file no. 70-00353

Dear Sir or Madam:

Enclosed for filing with respect to the above-referenced matter, please find the original Articles of Organization of Park East Place Condominium Association, Inc., along with a check in the amount of \$78.75 for the filing fee and a certified copy. Once the Articles have been filed, please forward the certified copy and letter of acknowledgment in the envelope provided.

If you have any questions regarding the above, please do not hesitate to contact me.

Sincerely,


Andrea Mayes
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
PARK EAST PLACE CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE 1.

The name of the corporation, herein called the "Association", is **PARK EAST PLACE CONDOMINIUM ASSOCIATION, INC.**, and the corporate office address is 5395 Park Central Court, Naples, Florida 34109.

ARTICLE 2.

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of **PARK EAST PLACE**, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist upon a non-stock basis as a not-for-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, and as provided in these Articles, the Declaration of Condominium and the By-Laws; and it shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

- (1) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (2) To maintain, repair, replace and operate the Condominium Property and Association Property.
- (3) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.
- (4) To reconstruct improvements after casualty and to make further improvements of the property.
- (5) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.
- (6) To approve or disapprove the transfer, mortgage, ownership and occupancy of Unit Spaces, as provided by the Declaration of Condominium and the By-Laws.
- (7) To enforce the provisions of the Declaration of Condominium, these Articles, and the By-Laws of the Association.

- (8) To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (9) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.
- (10) To acquire and convey real and personal property in the name of the Association.
- (11) To 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.

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 By-Laws.

ARTICLE 3.

MEMBERSHIP:

- (1) The members of the Association shall consist of all record owners of a fee simple interest in one or more Units in the condominium, and as further provided in the By-Laws; after termination of the condominium the members shall consist of those who are members at the time of such termination.
- (2) After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- (3) The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenant to his Unit.
- (4) The owners of each Unit, collectively, shall be entitled to ONE (1) vote in Association matters except that the owner of Unit 1 shall be entitled to THREE (3) votes as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE 4.

TERM: The term of the Association shall be perpetual.

ARTICLE 5.

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE 6.

AMENDMENTS:

- (1) Subject to the rights of the Developer as provided in the By-Laws and Declaration, these Articles of Incorporation may be amended by vote of a majority of the votes at any annual or special meeting, or by approval in writing of the owners of a majority of the votes 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 copy of the proposed Amendment.
- (2) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE 7.

DIRECTORS AND OFFICERS:

- (1) The affairs of the Association will be administered by a Board of Directors consisting of six (6) Directors, initially, three (3) of which shall be appointed by the Developer and three (3) of which shall be appointed by Riverside Bank of the Gulf Coast as the initial owner of Unit Number 1. Except for Directors appointed by the Developer, all Directors must be members of the Association.
- (2) Directors of the Association shall be elected by the members 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.
- (3) 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 8.

INCORPORATORS:

The name and address of the incorporator is:

Ellen S. Maher, Esq.
1100 Fifth Avenue South
Suite 301
Naples, Florida 34102

ARTICLE 9.

INITIAL DIRECTORS:

The initial Directors of the Association and their addresses shall be:

1. James O'Gara
5395 Park Central Court
Naples, Florida 34109
2. Todd E. Gates
5405 Park Central Court
Naples, Florida 34109
3. James L. McVey
5405 Park Central Court
Naples, Florida 34109

ARTICLE 10.

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

Siket & Solis, LLP
1100 Fifth Avenue South
Suite 301
Naples, Florida 34102

The initial registered agent at said address shall be:

Ellen S. Maher, Esq.

ARTICLE 11.

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. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer.

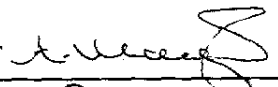
(2) Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

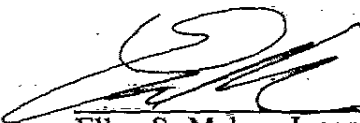
The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

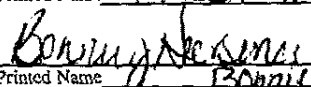
The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 14th day of June, 2004.

Witnesses:


Printed Name ANDREA M. MAHER

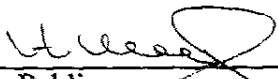

Ellen S. Maher, Incorporator


Printed Name Bonnie J. Heese

STATE OF FLORIDA
COUNTY OF COLLIER

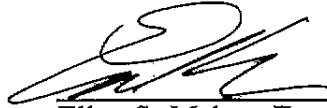
The foregoing instrument was acknowledged before me this 14th day of June, 2004 by Ellen S. Maher. She is personally known to me.




Notary Public
Printed Name _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PARK EAST PLACE CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



Ellen S. Maher, Esq.

Dated: June 14, 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA