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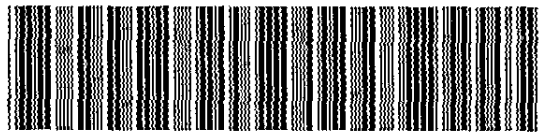
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TALLAHASSEE, FLORIDA
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*BOARD CERTIFIED FLORIDA BAR REAL ESTATE
BOARD CERTIFIED CREDITOR'S RIGHTS - CLLA

July 1, 2004

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 323140

Re: Articles of Incorporation of Bayside Estates Homeowners, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles Incorporation of Bayside Estates Homeowners, Inc. Please return a certified copy of same to our office in the envelope provided. We have attached a check in the amount of \$8.75 to cover the certified copy cost as well as a check for \$35.00 for the filing fee.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,

DEBOEST, KNUDSEN, STOCKMAN,
DECKER & DRYDEN, P.A.

Richard D. DeBoest, II

Richard D. DeBoest, II
For the Firm
Signed electronically to avoid delay in mailing.

RDD2:smp
Enclosure

1-25947

ARTICLES OF INCORPORATION

OF

BAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

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The undersigned, for purposes of forming a corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be Bayside Estates Homeowners Association, Inc. The principal place of business of this corporation shall be 11051 Bayside Ln., Fort Myers Beach, Florida 33931.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to operate a homeowners association pursuant to Chapters 617 and 720, Florida Statutes.

ARTICLE III
NON STOCK BASIS

The corporation is organized and shall exist on 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 corporation shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the corporation 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

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 11051 Bayside Ln., Fort Myers Beach, Florida 33931, and the name of the initial registered agent of the corporation at that address is Michael Irvin.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

This corporation shall have nine (9) directors initially. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and addresses of the initial directors of the corporation are:

JOHN CHANDLER
465 PRIMROSE CT.
FORT MYERS BEACH FL 33931

JAMES ALBERT
17540 STEVENS BLVD.
FORT MYERS BEACH FL 33931

JO STARCZEWSKI
17520 CANAL COVE CT.
FORT MYERS BEACH FL 33931

ALBERT K LOGAN
17700 CANAL COVE CT.
FORT MYERS BEACH FL 33931

MICHAEL IRVIN
11051 BAYSIDE LN.
FORT MYERS BEACH, FL 33931

ROBERT GALLAGHER
494 CANAL COVE CT.
FORT MYERS BEACH, FL 33931

GEORGE J. UHRICH
484 CANAL COVE CT.
FORT MYERS BEACH, FL 33931

JAMES KELLER
17741 STEVENS BLVD.
FORT MYERS BEACH, FL 33931

EARNEST CLIFTON
17621 CANAL COVE CT
FORT MYERS BEACH, FL 33931

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL IRVIN
11051 BAYSIDE LN.
FORT MYERS BEACH, FL 33931

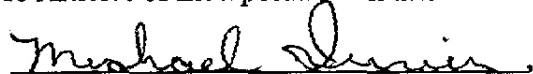
ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE IX
MERGER

The Board of Directors shall have the authority to approve a merger of the corporation with another corporation. Approval of the members of the corporation is not required for merger.

The undersigned incorporator has signed these Articles of Incorporation on this 24 day of June, 2004.

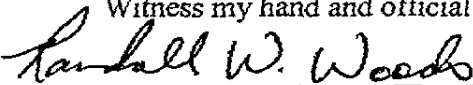


Michael Irvin
Incorporator and Registered Agent, who is
familiar with and accepts the obligations of a
registered agent under Florida law

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Michael Irvin to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that said instrument was signed for the purposes therein expressed.

Witness my hand and official seal this 24 day of June, 2004.



Notary Public

My commission expires: 05-21-06 [SEAL]



Randall W. Woods
Commission # DD119758
Expires May 21, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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