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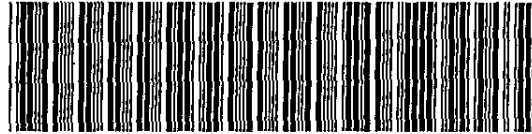
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Reply To:

Naples Office or

awhite@becker-poliakoff.com

October 29, 2004

VIA Federal Express No. 8434 9088 2370

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Andalucia Homeowners' Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation to be filed for Andalucia Homeowners' Association, Inc. Also enclosed is an Affidavit of Dissolution of Corporation from the original Incorporator of Andalucia Homeowners' Association, Inc. which was administratively dissolved by the State on October 1, 2004. This Affidavit states that the Corporation does not intend to file for reinstatement, intends to remain permanently dissolved, and has no objection to the use of the name of the Association by any other person as a Florida not-for-profit corporation.

Additionally, Check No. 5044 in the amount of \$78.75 is enclosed to cover the cost of filing and a certified copy.


Please return the certified copy of the Articles of Incorporation in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,



E. Austin White
For the Firm

EAW/wbk
Enclosures (as stated)
29368_1.DOCnap

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AFFIDAVIT OF DISSOLUTION OF CORPORATION

I, **LINDA C. BRINKMAN**, the Incorporator of Andalucia Homeowners' Association, Inc., the Florida not-for-profit corporation whose name appears at the bottom of this Affidavit ("the Corporation"), do hereby swear and affirm that:

1. I am an attorney licensed to practice law in the State of Florida.
2. I am the sole Incorporator of the Corporation.
3. The Articles of Incorporation of the Corporation were filed with the Florida Department of State on November 21, 2003.
4. The Corporation was administratively dissolved by the State on October 1, 2004.
5. The Corporation will not file for reinstatement as a Florida not-for-profit corporation.
6. It is the intention of the Corporation to remain permanently dissolved.
7. The Corporation has no objection to the use of the name "Andalucia Homeowners' Association, Inc." by any other person as the name of a Florida not-for-profit corporation.

Sworn to this 27 day of Oct, 2004.

ANDALUCIA HOMEOWNERS' ASSOCIATION, INC.

BY: Linda C. Brinkman
Linda C. Brinkman, Incorporator

STATE OF FLORIDA :
COUNTY OF COLLIER :

CLERK OF STATE
TALLAHASSEE, FLORIDA

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Sworn to (or affirmed) and subscribed before me this 27 day of October, 2004, by **LINDA C. BRINKMAN**, as Incorporator of Andalucia Homeowners' Association, Inc., a Florida Not-for-Profit Corporation.

She is personally known to me or has produced (type of identification)
as identification.



Karen C Stevenson
My Commission DD064590
Expires October 14, 2005

Karen C. Stevenson
Notary Public
Printed Name: Karen C. Stevenson

My commission expires: 10-14-2005

ARTICLES OF INCORPORATION

OF

ANDALUCIA HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be the ANDALUCIA HOMEOWNERS' ASSOCIATION, INC. The principal address of the corporation is 9130 Corsea del Fontana Way, Naples, Florida 34009. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE II

PURPOSES AND POWERS

2.1 Objects and Purposes. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for Andalusia recorded (or to be recorded) in the Public Records of Collier County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties, as same are defined in the Declaration, and to maintain the Common Areas thereof and any other portion of The Properties owned and/or maintained by the Association, for the benefit of the Members of the Association.

2.2 Not for Profit. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. Upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

2.3 The powers of the Association shall include and be governed by the following:

2.3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the By-Laws.

2.3.2 Enumeration. The Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the

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Association pursuant to the Declaration, and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against Members and Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Common Areas and other portions of The Properties owned and/or maintained by the Association, and other property acquired or leased by the Association.

(d) To purchase insurance upon the Common Areas and insurance for the protection of the Association, its officers, directors and Members.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Areas and, Lots and for the health, comfort, safety and welfare of the Members.

(f) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Common Areas and Lots.

(g) To contract for the management and maintenance of the Common Areas and other property owned and/or maintained by the Association and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Areas and other property owned and/or maintained by the Association with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, By-Laws and these Articles, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the other property owned and/or maintained by the Association.

(i) To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.

ARTICLE III

MEMBERS

The Members of the Association shall be as set forth in the Declaration and the By-Laws of the Association.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine but which shall always be an odd number. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 5.2 Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until their qualified successors are duly elected and have taken office as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Address</u>
Joseph E. D'Jamoos	9130 Corsea del Fontana Way Naples, Florida 34109
Elizabeth A. D'Jamoos	9130 Corsea del Fontana Way Naples, Florida 34109
Andrew D'Jamoos	9130 Corsea del Fontana Way Naples, Florida 34109

Section 5.3 Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors.

Section 5.4 Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5 Vacancies. If a director so elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

Section 5.6 Term of Developer's Directors. The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the By-Laws.

ARTICLE VI

OFFICERS

Section 6.1 Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 6.2 The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Office:

Addresses:

President:

Joseph E. D'Jamoos
9130 Corsea del Fontana Way
Naples, Florida 34109

Vice-President/Treasurer:

Elizabeth A. D'Jamoos
9130 Corsea del Fontana Way
Naples, Florida 34109

Secretary:

Andrew D'Jamoos
9130 Corsea del Fontana Way
Naples, Florida 34109

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 8.1 Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

Section 8.2 Limitation. No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or any affiliate, successor or assign of the Developer, unless the Developer shall join in the execution of the amendment.

Section 8.3 Developer Amendments. The Developer may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration allowing certain amendments to be affected by the Developer alone.

Section 8.4 In case of any conflict between these Articles and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is Joseph E. D'Jamoos, 9130 Corsea del Fontana Way, Naples, Florida 34109.

ARTICLE X

INDEMNIFICATION

Section 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement

actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 this Article.

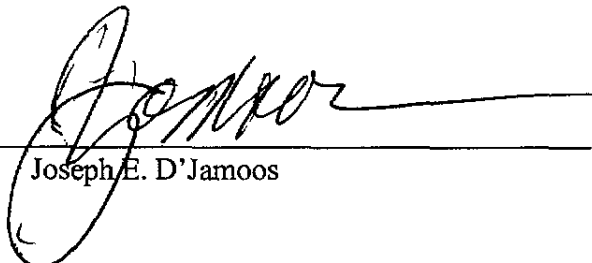
Section 10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XI

**INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this Corporation shall be at 9130 Corsea del Fontana Way, Naples, Florida 34109, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Joseph E. D'Jamoos, who shall also be a resident agent, whose address is 9130 Corsea del Fontana Way, Naples, Florida 34109.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

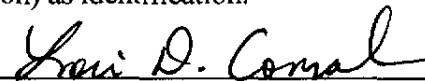
BY: 
Joseph E. D'Jamoos
(SEAL)

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 27th day of October, 2004, by JOSEPH E. D'JAMOOS, who is personally known to me or who has produced _____ (type of identification) as identification.



LORI D. CONRAD
MY COMMISSION # DD 252321
EXPIRES: May 1, 2005
Bogged Thru Budget Notary Services


Signature of person taking acknowledgment
LORI D. CONRAD
Name typed, printed or stamped

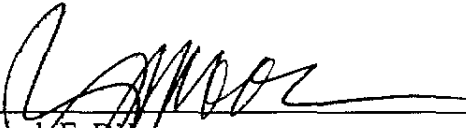
My commission expires: 5-1-2005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Collier, State of Florida, the corporation named in the said Articles has named Joseph E. D'Jamoos, whose address 9130 Corsea del Fontana Way, Naples, Florida 34109, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Joseph E. D'Jamoos
REGISTERED AGENT

DATED this 27th day of Oct., 2004.

This instrument was prepared by:
E. Austin White, Esq.
Becker & Poliakoff, P.A.
4501 Tamiami Trail North, Suite 214
Naples, Florida 34103
Florida Bar No. 0222089

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