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January 5, 2005

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Reflection Isles Master Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above-referenced Association, as well as check number 99987 in the amount of $70.00 to cover the cost of filing and designating the Registered Agent.

Please return a copy of same 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)
29910_1.DOCnap

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REFLECTION ISLES MASTER 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 REFLECTION ISLES MASTER ASSOCIATION, INC. The principal address of the corporation is 12550 New Brittany Boulevard, Fort Myers, Florida 33907. For convenience, the corporation shall be referred to in this instrument as the "Master Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Master Association as the "By-Laws". Unless the context otherwise requires, all capitalized terms used in these Articles and not otherwise defined herein shall have the same meaning as attributed to them in the Master Declaration.

ARTICLE II
PURPOSES AND POWERS

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

2.2 Not for Profit. The Master 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 Master 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 Master Association shall include and be governed by the following:

2.3.1 General. The Master 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 Master Declaration, or the By-Laws.

2.3.2 Enumeration. The Master 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 Master Declaration, and all of the powers and duties reasonably necessary to operate the Master Association pursuant to the Master 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 sue and be sued.

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

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

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

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

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

(h) To contract for the management and maintenance of the Common Areas and other property owned and/or maintained by the Master Association and to authorize a management agent (which may be an affiliate of the Developer) to assist the Master 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 Master Association with such funds as shall be made available by the Master Association for such purposes. The Master Association and its officers shall, however, retain at all times the powers and duties granted by the Master 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 Master Association.

(i) 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 Master Association.

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

ARTICLE III
MEMBERS

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

ARTICLE IV
CORPORATE EXISTENCE

The Master Association shall have perpetual existence.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. Management by Directors. The property, business and affairs of the Master 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 Master 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:

Name	Address
John J. Coughlin	12550 New Brittany Boulevard Fort Myers, Florida 33907
Vanessa A. Richter	12550 New Brittany Boulevard Fort Myers, Florida 33907
Sara Maliva	12550 New Brittany Boulevard Fort Myers, Florida 33907

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 Master Association at the annual meeting of the membership as provided by the By-Laws of the

Master 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 Master 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 Master 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 Master Association at its first meeting following the annual meeting of the members of the Master 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:	
John J. Coughlin	12550 New Brittany Boulevard Fort Myers, Florida 33907
Vice-President:	
Vanessa A. Richter	12550 New Brittany Boulevard Fort Myers, Florida 33907
Secretary/Treasurer:	
Sara Maliva	12550 New Brittany Boulevard Fort Myers, Florida 33907

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 Master 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. Further, and notwithstanding anything herein to the contrary, so long as any Lots in The Properties are subject to the Option Agreement by and between the Developer and Acacia, both as defined in the Master Declaration, any amendment to these Articles of Incorporation shall require the prior written approval and joinder in the execution of the amendment by Acacia.

Section 8.3. Developer Amendments. Subject to the provisions of Section 8.2 above, the Developer may amend these Articles consistent with the provisions of the Master Declaration, including such provisions of the Master 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 Master Declaration, the Master Declaration shall control.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name	Address
John J. Coughlin	12550 New Brittany Boulevard Fort Myers, Florida 33907

ARTICLE X
INDEMNIFICATION

Section 10.1. Indemnity. The Master 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 Master 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 Master 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 Master 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 Master 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 Master 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 Master 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 Master 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 Master Association, or is or was serving at the request of the Master 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 Master 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
REGISTERED AGENT

Until changed, E. Austin White, Esquire shall be the registered agent of the Master Association and the registered office shall be at 4501 Tamiami Trail North, Suite 214, Naples, Florida 34103.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his hand this 20 day of December, 2004.

John J. Coughlin

STATE OF FLORIDA)
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20th day of December, 2004, by John J. Coughlin. He is personally known to me or has produced _____ _____as identification and has, has not, taken an oath.

Doreen L. Kall
Signature of person taking acknowledgment
Doreen L. Kall
Name typed, printed or stamped

My commission expires: April 16, 2006

DOREEN L. KALL
MY COMMISSION # DD 109543
EXPIRES: April 16, 2006
Bonded Thru Notary Public Underwriters

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Lee, State of Florida, the corporation named in said articles has named E. Austin White, Esq., whose address is 4501 Tamiami Trail North, Suite 214, Naples, Florida 34103, as its statutory registered agent.

Having been named the statutory agent of the above 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.

E. Austin White
REGISTERED AGENT

Dated this 22nd day of December, 2004

This instrument was prepared by:

E. Austin White, Esquire
Becker & Poliakoff, P.A.
4501 Tamiami Trail North, Suite 214
Naples, Florida 34103
Phone: (239) 261-9555
Florida Bar No. 0222089

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