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BRISTOL PINES COMMUNITY ASSOCIATION, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRISTOL PINES COMMUNITY ASSOCIATION, INC.
(the "Association")

The undersigned, as incorporator (the "Incorporator") for purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act (the "FNFPCA"), hereby adopts the following amended and restated articles of incorporation (the "Articles of Incorporation").

PREAMBLE

Waterways Joint Venture IV, a Florida general partnership (the "Declarant") owns certain property in Collier County, Florida (the "Subject Property") and intends to execute and record a Declaration of Covenants, Conditions and Restrictions for Bristol Pines (the "Declaration") which Declaration will affect the Subject Property. The Association is being formed pursuant to these Articles of Incorporation to administer the Declaration and to perform the duties and exercise the powers granted to the Association pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Collier County, Florida, with a copy of these Articles of Incorporation attached as an exhibit thereto. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation and to the bylaws of the Association (the "Bylaws").

ARTICLE I
NAME

The name of the not for profit corporation formed by these Articles of Incorporation is BRISTOL PINES COMMUNITY ASSOCIATION, INC. (the "Association").

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c) (561) 361-9300
- (d) (((H06000164710 3)))
- (e) Florida Bar No. 180595

(((H06000164710 3)))

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Association is:

15122 Summit Place Circle
Naples, Florida 34119

ARTICLE III
PURPOSE

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to the FNFPCA.
2. To enforce the Declaration and to exercise the duties of the Association as provided therein.
3. To promote the health, safety, welfare, comfort and social and economic benefit of the Members of the Association.

ARTICLE IV
POWERS

The Association shall have all of the powers and rights granted to it pursuant to the FNFPCA including, but not necessarily limited to, all the following powers:

1. The Association shall have all of the powers and rights granted to it pursuant to the FNFPCA that are not in conflict with the Declaration or the specific provisions of these Articles of Incorporation, including all of the powers and rights necessary to implement and effectuate the purposes of the Association and to perform all of the acts, functions, rights and duties provided in or contemplated by the Declaration including, but not necessarily limited to, the following:

(a) the power to own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

(b) the power to make, establish and enforce such rules and regulations (the "Rules and Regulations") in accordance with the Declaration.

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(c) the power to establish, collect and enforce collection of Assessments payable by Members of the Association in accordance with the Declaration.

(d) the power to use Assessments in accordance with the Declaration.

(e) the power to undertake the maintenance, repair, replacement and operation of the Subject Property and/or such other property over which the Association exercises control all in accordance with the Declaration.

(f) the power to purchase and maintain insurance in accordance with the Declaration.

(g) the power to reconstruct Improvements in accordance with the Declaration.

(h) the power to contract for management for the Association and/or to delegate all management powers and duties of the Association to such parties as determined appropriate by the Association in accordance with the Declaration.

(i) the power to employ such personnel as may be necessary to perform the duties of the Association in accordance with the Declaration.

(j) the power to acquire, sell or lease and to enter into any agreements whereby the Association acquires, sells or leases any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to all or any portion of the Subject Property, provided that all of such transactions are in accordance with the Declaration.

(k) the power to satisfy the obligations of the Association in accordance with the Declaration.

(l) the power to enter into contracts and agreements as necessary to effectuate the Declaration, the Articles of Incorporation, the Bylaws and the rules and regulations of the Association (the "Rules and Regulations") as promulgated from time to time pursuant to the Declaration.

(m) the power to grant and modify easements and to dedicate property owned by the Association to any party in accordance with the Declaration.

(n) the power to institute litigation in accordance with the Declaration.

(o) the power to undertake such other actions as may be necessary to enforce and to administer to the provisions of the Declaration, the Articles, the Bylaws and the Rules and Regulations all in accordance with the Declaration.

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2. All funds received by the Association and the title to all properties owned by the Association, including any proceeds derived thereof, shall be held for the benefit of the Members in accordance with the Declaration.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the FNFPCA, other applicable provisions of Florida law and the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE V
MEMBERSHIP

1. Prior to the recording of the Declaration in the Public Records of Collier County, Florida, the Declarant shall be the sole Member of the Association. Each Owner of a Unit shall be Member of the Association. Membership in the Association shall be established and terminated as provided in the Declaration, these Articles of Incorporation and the Bylaws. Membership in the Association shall be established by the recording of an instrument of conveyance (a "Conveyance Instrument") in the Public Records of Collier County, Florida, which Conveyance Instrument establishes record title to a Lot and/or a Unit and the delivery of a recorded copy of such Conveyance Instrument to the Association, whereupon the then record title holder to a Lot and/or a Unit shall become a Member and the Membership status of the prior record title holder to a Lot and/or a Unit shall terminate.

2. Each Member's share of the funds and assets belonging to the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such Owner's Lot and/or Unit.

3. The Owner of each Lot shall be entitled to one (1) vote on all matters upon which the Owners are entitled to vote. Notwithstanding the foregoing, for so long as Declarant is entitled to appoint the majority of the Board, the Declarant shall be entitled to three (3) votes on all matters upon which the Owners are entitled to vote for each Lot owned by the Declarant. The vote of each Owner shall be cast in the manner provided by the Bylaws.

4. Provisions relating to the annual meeting of the Members of the Association (each, an "Annual Meeting") and any special meeting of the Members of the Association (each, a "Special Meeting") shall be included in the Bylaws. Any action required or permitted to be taken at any Annual Meeting or at and Special Meeting may be undertaken without a meeting, without prior notice and without a vote, if the action is taken by the Owners entitled to vote on such action having not less than the minimum number of votes necessary to authorize such action. Any such action so undertaken without a meeting shall be evidenced by one or more written consents (an "Owner Consent") describing the action taken, identifying the date that the action was undertaken and containing the signature of the Owners having the requisite number of votes necessary to take such action.

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**ARTICLE VI
DIRECTORS**

1. The affairs of the Association shall be managed by the Board which Board shall consist of not less than three (3) Members, except that any Director elected or appointed by the Declarant need not be a Member. The number of Directors may be changed in conformity with the requirements of the Bylaws.

2. All of the duties and powers of the Association existing under the Declaration, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees and shall not be subject to approval of the Members unless specifically required by the Declaration.

3. Unless otherwise required by applicable Florida law, the Declarant shall have the right to appoint all of the Directors until such time as the Declarant has conveyed ninety percent (90%) of the Units to Members other than the Declarant, and thereafter, the Declarant shall have the right to appoint one (1) Director as permitted by Florida law, or, if Florida law does not specify, for so long as the Declarant holds for sale in the ordinary course of its business at least five percent (5%) of the Units. The Declarant may waive its right to elect one or more Director by written notice to the Association and, thereafter, such Directors shall be elected by the Members other than the Declarant. At such time as the Declarant is no longer permitted to appoint any Director, all of the Directors shall be elected by the Members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws; provided that Directors elected or appointed by the Declarant may only be removed by the Declarant. Any vacancy on the Board shall be filled by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to elect or appoint such Director.

5. Directors that are not elected or appointed by the Declarant shall be elected at an Annual Meeting or at a Special Meeting in the manner provided in the Bylaws. Directors elected by the Members may be removed in the manner provided by the Bylaws and vacancies on the Board as to Directors that are not elected or appointed by the Declarant shall be filled in the manner provided by the Bylaws.

6. Actions by the Board may be undertaken without a meeting if the action is taken by all of the Directors pursuant one or more written consents (a "Director Consent") describing the action taken, identifying the date that the action was undertaken and containing the signature all of the Directors.

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7. The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Richard Davenport	15122 Summit Place Circle Naples, Florida 34119
Amnon Golan	15122 Summit Place Circle Naples, Florida 34119
Brian Seligman	15122 Summit Place Circle Naples, Florida 34119
Robert Miller	15122 Summit Place Circle Naples, Florida 34119

**ARTICLE VII
OFFICERS**

The officers (the "Officers") of the Association shall be a president (the "President"), a vice president (the "Vice President"), a secretary (the "Secretary"), a treasurer (the "Treasurer") and such other Officers as the Board may from time to time by resolution create. Initially, the affairs of the Association shall be administered by the Officers named in these Articles of Incorporation. Any Officer vacancy shall be filled by the appointment of the Board. The Officers need not be Members, and the same person may hold one or more office simultaneously, provided that unless the Officers are appointed by the Board while the Board is controlled by the Declarant, no person may serve as simultaneously as President and Secretary. The Officers shall serve for an annual term at the pleasure of the Board. The following Officers are hereby appointed shall serve until their successors are designated by the Board:

<u>Name</u>	<u>Office</u>
Richard Davenport	President
Brian Seligman	Vice President
Amnon Golan	Secretary
Robert Miller	Treasurer

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ARTICLE VIII
BYLAWS

The Bylaws shall be adopted by the Board and may be altered, modified, amended or rescinded in the manner provided in the Bylaws.

ARTICLE IX
INDEMNIFICATION

1. The Association shall indemnify any person who is, was or is threatened to be made a party (in either of such cases, an "Indemnified Person") to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (collectively, an "Action"), other than an Action by the Association against such an Indemnified Person, by reason of the fact that such Indemnified Person is or was a Director, employee, Officer or agent of the Association against expenses, including attorneys' fees and costs incurred at all levels, judgments, fines and amounts paid in settlement by such Indemnified Person in connection with such Action, provided that such Indemnified Person acted in good faith and in a manner reasonably believed by such Indemnified Person to be in, or not opposed to, the best interests of the Association; and with respect to any criminal Action, provided such Indemnified Person had no reasonable cause to believe the conduct of such Indemnified Person was unlawful. Notwithstanding the foregoing, no such obligation to indemnify shall exist in respect to any Action where such Indemnified Person shall be adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of the duties of such Indemnified Person to the Association unless, and only to the extent that it is determined by the court or other such body wherein the Action was brought, the court or other such body wherein the Action was brought shall determine, upon application, that despite the adjudication of such liability for gross negligence or willful misfeasance or malfeasance in the performance of the duties of such Indemnified Person to the Association that, in view of all the circumstances, such Indemnified Person is fairly and reasonably entitled to such indemnification as the court or other such body wherein the Action was brought shall deem proper. The termination of any Action by judgment, order, settlement, conviction or upon a plea of *noto contendere* or its equivalent shall not, in and of itself, create a presumption that the Indemnified Person did not act in good faith and in a manner that such Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal Action, that such Indemnified Person had no reasonable cause to believe that the conduct of such Indemnified Person was unlawful.

2. Expenses incurred by an Indemnified Person in defending an Action may be paid by the Association in advance of the final disposition of such Action as authorized by the Board, provided that such Indemnified Person provides the Board with an undertaking to repay any expenses so advanced by the Board

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unless it is ultimately determined that such Indemnified Person is entitled to be indemnified by the Association as set forth hereinabove.

3. The indemnification authorized herein shall not be deemed to be exclude any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, the Bylaws, any agreement between the Association and such party, the vote of Members or otherwise. Furthermore, the indemnification authorized herein shall not terminate in the event that an Indemnified Person ceases to be a Director, Officer, employee or agent of the Association, and the indemnification authorized herein shall inure to the benefit of the heirs, personal representatives and successors of such Indemnified Person.

4. 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 who 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 or incurred by such person in any such capacity which arose from the status of such person, as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article IX.

ARTICLE X
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XI
AMENDMENTS

Amendments to these Articles (an "Amendment") shall be proposed and adopted in the following manner:

1. A resolution approving a proposed Amendment may be adopted by the Board, or an Amendment may be proposed by a petition signed by Owners of not less than fifty percent (50%) of the Units.

2. A meeting of the Owners for the purpose of voting on the proposed Amendment (for this purpose, an "Amendment Meeting") shall be called by the Board within the time and in the manner provided in the Bylaws, and the notice of such Amendment Meeting shall include the proposed Amendment or Amendments therewith.

3. At the Amendment Meeting, with a Quorum (as such term is defined in the Bylaws) present thereat, a vote of the Owners entitled to vote thereon shall be taken, in person or by proxy, and the proposed

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Amendment shall be adopted if such proposed Amendment receives the affirmative vote of two thirds (2/3) of the Owners voting, in person or by proxy, at such Amendment Meeting.

4. Notwithstanding the foregoing procedure, if all of the Directors and the Owners having not less than the minimum number of votes necessary pursuant to the Declaration to authorize any such Amendment execute, in the case of the Directors, one or more Director Consents and, in the case of the Owners, one or more Owner Consents, then such Amendment shall thereby be adopted without the necessity of an Amendment Meeting and a vote thereat.

5. No Amendment that is in conflict with the Declaration shall be adopted (a "Conflicting Provision") and, if any Amendment so adopted contains a Conflicting Provision, such Conflicting Provision shall not be effective to amend or modify these Articles of Incorporation.

6. Upon adoption of an Amendment, an amendment to these Articles of Incorporation shall be executed and delivered to the Department of State in the manner provided by Florida law, and a copy of such Amendment, certified by the Secretary of State of the State of Florida, shall be recorded in the public records of the Collier County, Florida.

ARTICLE XII
AFFILIATED TRANSACTIONS

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are Directors or Officers of the Association shall be invalid, void or voidable solely as a result of the foregoing, or solely as a result of the fact that such Director or Officer is present at, or participates in, meetings of the Board or of a committee thereof, which authorized the contract or transaction, or solely as a result of the fact that the vote of such Director and Officers are counted for such purpose. No Director or Officer shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction. Furthermore, such interested Directors may be counted in determining the presence of a quorum at a meeting of the Board, or of a committee thereof, that has the power to authorize such a contract or transaction.

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ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of these Articles is as follows:

Edward H. Gilbert, Esq.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE XIV
REGISTERED AGENT

The initial registered agent and street address of thereof is:

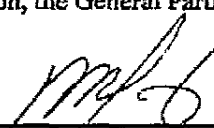
E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the Corporation has executed these Amended and Restated Articles of Incorporation this 12th day of June, 2006.

Bristol Pines Community Association, Inc.

By: Waterways at Hibiscus, Ltd., a Florida limited partnership, a general partner

By: Waterways Development, Inc., a Florida corporation, the General Partner

By: 
Richard Davenport, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) (((H06000164710 3)))
- (e.) Florida Bar No. 180595

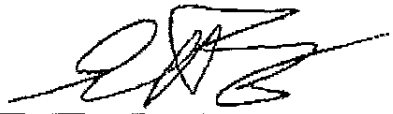
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
(the "Acceptance of Appointment")

The undersigned (the "Registered Agent") hereby accepts the appointment as registered agent of BRISTOL PINES COMMUNITY ASSOCIATION, INC. contained in the foregoing Amended and Restated Articles of Incorporation and states that the Registered Agent is familiar with and accepts the obligations set forth in Section 617.0501 of the Florida Not For Profit Corporation Act.

This Acceptance of Appointment is executed this 12th day of June, 2006.

E.H.G. RESIDENT AGENTS, INC.

By: 
Edward H. Gilbert, President

- (a) Edward H. Gilbert, Esq.
- (b) 5100 Town Center Circle, Suite 430
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Exhibit "2"

ACTION BY WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
TUSCANY PRESERVE COMMUNITY ASSOCIATION, INC.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H06000164710 3))
- (e.) Florida Bar No. 180595

**ACTION BY WRITTEN CONSENT
OF
THE SOLE MEMBER
OF
BRISTOL PINES COMMUNITY ASSOCIATION, INC.**

When the undersigned (the "Sole Member") being the sole member of Bristol Pines Community Association, Inc., a Florida not for profit corporation (the "Corporation") has executed this action by written consent in lieu of a meeting of the Members of the Corporation (the "Action"), this Action or a counterpart hereof (each of which counterparts when taken together shall constitute one and the same document), shall evidence the adoption of the resolutions set forth herein, to the same extent and to have the same force and effect as if adopted at a formal meeting of the Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions, all in accordance with the Section 617.0701 of the Florida Not For Profit Corporation Act (the "FNFPCA").

RESOLVED, that the Sole Member waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given;

FURTHER, RESOLVED, that the Sole Member has reviewed those certain amended and restated articles of the incorporation of the Corporation (the "Amended and Restated Articles"), a copy of which Amended and Restated Articles are attached hereto as Exhibit A.

FURTHER, RESOLVED, that the Sole Member hereby approves the Amended and Restated Articles.

This Action is executed by the Sole Member on and as of the 12th day of June, 2006 (the "Effective Date") and the resolutions contained herein shall be effective as of the Effective Date.

Sole Member:

Waterways Joint Vecture, IV, a Florida partnership

By: Waterways at Hibiscus, Ltd., a Florida limited partnership, a general partner

By: Waterways Development, Inc., a Florida corporation, the General Partner


By: 
Richard Davenport, President

Exhibit "A"

Amended and Restated Articles of Incorporation

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Exhibit "1"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TUSCANY PRESERVE COMMUNITY ASSOCIATION, INC.

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
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- (d.) ((H06000164710 3)))
- (e.) Florida Bar No. 180595

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CERTIFICATE
OF
BRISTOL PINES COMMUNITY ASSOCIATION, INC.
(the "Certificate")

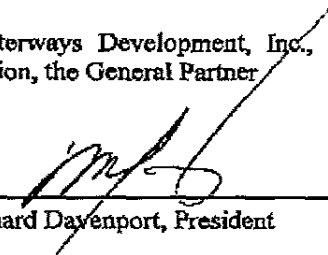
THE UNDERSIGNED, being the sole member of Bristol Pines Community Association, Inc., a Florida not for profit corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Sections 617.1002 and 607.1007 of the Florida Not For Profit Corporation Act (the "FNFPCA"), the Articles of Incorporation (the "Existing Articles") of the Corporation were amended and restated in their entirety by those certain Amended and Restated Articles of Incorporation (the "Restated Articles"). A true and correct copy of which Restated Articles are attached hereto as Exhibit "1".
2. The Restated Articles were approved pursuant to that certain written action by consent of the sole member of the Corporation (the "Written Action") dated June 12, 2006, in accordance with Section 617.0701 of the FNFPCA. A copy of the Written Action is attached hereto as Exhibit "2".
3. The date of this Certificate is June 12, 2006.

Waterways Joint Venture IV, a Florida general partnership

By: Waterways at Hibiscus, Ltd., a Florida limited partnership, a general partner

By: Waterways Development, Inc., a Florida corporation, the General Partner

By: 
Richard Davenport, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
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- (e.) Florida Bar No. 180593