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February 28, 2005

Via overnight delivery

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing Articles of Incorporation for Porto Romano at Miromar Lakes Homeowners Association, Inc.

Dear Division folks:

Enclosed are:

1. Original executed Articles of Incorporation, and one copy.
3. Check for \$78.75 payable to Department of State.

Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

cc: Whitehall Quality Homes, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PORTO ROMANO AT MIROMAR LAKES HOMEOWNERS ASSOCIATION,

ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS

The name of this corporation shall be Porto Romano at Miromar Lakes Homeowners Association, Inc., hereinafter referred to as Association. The principal office and mailing address of Association shall be 290 Cocoanut Avenue, Sarasota, Florida 34236. The Directors of the Association may change the location of the principal office or mailing address from time to time.

ARTICLE II
PURPOSES

The general nature, objects and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants, Conditions, Restrictions and Easements for Porto Romano at Miromar Lakes ("Declaration").
2. To take such action as may be deemed appropriate to promote the health, safety and welfare of the owners of the property within the subdivision.
3. To maintain, improve, repair and replace those portions of the Common Areas and Lots for which the Association has authority and responsibility under the Declaration
4. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III
POWERS

The Association shall have powers and privileges granted to a corporation not for profit under the laws of the State of Florida, and to a homeowners association under Chapter 720, Florida Statutes, except as may be limited or otherwise provided by these Articles, and all powers reasonably necessary to implement and effectuate the purposes of the Association.

ARTICLE IV
MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in the Bylaws and Declaration.

ARTICLE V
SUBSCRIBER

The name and address of the subscriber to these Articles is Ronald Mustari, 290 Cocoanut Avenue, Sarasota, Florida 34236

ARTICLE VI
DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. Except for persons appointed by the developer to the Board of Directors, the qualifications, method of election, and powers shall be as set forth in the Bylaws. The initial Directors consisting of persons named by the developer to the Board need not be Members of the Association. All non-developer directors shall be Members of the Association, or spouses of Members. The names and addresses of the Members of the first Board of

Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Ronald Mustari
290 Cocoanut Avenue
Sarasota, Florida 34236

J. S. Andrews
290 Cocoanut Avenue
Sarasota, Florida 34236

Daniel R. Lucas
290 Cocoanut Avenue
Sarasota, Florida 34236

ARTICLE VII OFFICERS

The officers designated in the Bylaws shall administer the affairs of the Association.

ARTICLE VIII BYLAWS

The Bylaws may be altered, amended or rescinded by the members in the manner provided by such Bylaws.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes (2004).
- B. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.
- C. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE X AMENDMENT TO ARTICLES OF INCORPORATION

- 1. These Articles of Incorporation may be altered, amended or repealed in the following manner:
 - a. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting in which proposed amendment is considered.

- b. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third of the voting interests of the members of the Association. Members not present in person or by proxy at the meeting considering amendment may express their approval in writing, providing such approval as delivered to the secretary at or prior to the meeting. Except as elsewhere provided,
1. Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the members of the Association present in person or by proxy at a duly noticed and convened membership meeting.
 2. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing of all members of the Association.
- c. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.
- d. No amendment shall become effective without the written consent of the Developer for so long as the Developer is in control of the Association.

ARTICLE XI TERM

The term of the Association shall be perpetual.

ARTICLE XII RESIDENT AGENT

The registered office of the Association shall be 290 Cocoanut Ave., Sarasota, Florida 34236, and the registered agent at such address will be Ronald Mustari. The Board of Directors may change the registered agent and office from time to time as permitted by law.

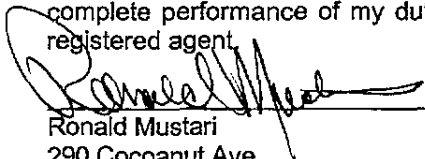
Executed this 22 day of FEBRUARY, 2005.

PORTO ROMANO AT MIROMAR LAKES
HOMEOWNERS ASSOCIATION, INC.

BY: RONALD MUSTARI, SUBSCRIBER

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for Porto Romano at Miromar Lakes Homeowners Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Ronald Mustari
290 Cocoanut Ave.
Sarasota, Florida 34236

Date 2/22/05

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TALLAHASSEE, FLORIDA