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TALLAHASSEE, FLORIDA

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February 9, 2005

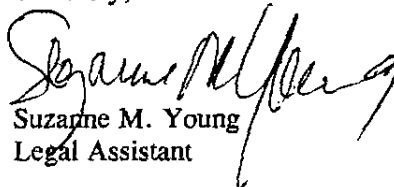
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Articles of Incorporation\Not for profit corporation(s):**
ISLAND PINES II CONDOMINIUM ASSOCIATION, INC.
ISLAND PINES III CONDOMINIUM ASSOCIATION, INC.

Enclosed please find the original and one copy of each of the above-referenced document(s) for filing with your office. Our check(s) in the amount of \$78.75 are enclosed for services rendered. Please return a certified copy at your earliest convenience.

Thank you.

Sincerely,


Suzanne M. Young
Legal Assistant

/smy
Encs.

**ARTICLES OF INCORPORATION
OF
ISLAND PINES III CONDOMINIUM ASSOCIATION, INC.**

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Gregg A. Fous, 12730 New Brittany Blvd, Ft. Myers, Florida 33907-4681, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is ISLAND PINES III CONDOMINIUM ASSOCIATION, INC., and its address is 1155 Hancock Creek South Blvd., Cape Coral, Florida 33905.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of Island Pines III, a Condominium, located in Lee County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium and the Association, and to use the assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate condominium property and association property.
- (C) To purchase insurance upon the condominium property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty, and further improve the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Condominium.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units to the extent provided for in the Declaration of Condominium.

(G) To enforce the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any rules and regulations of the Association.

(H) To contract for the management and maintenance of the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of its members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

(A) The members of the Association are all owners of record legal title to the units in the Condominium, as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded as provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors filled, in the manner provided in the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles may be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Directors, or by written petition to the Board signed by the owners of at least one-fourth (1/4) of the units.

(B) Procedure. If any amendment to these Articles is so proposed, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the total voting interests of the Association at any annual or special meeting called for the purpose, or if it is approved in writing by a majority of the voting interests without a meeting, provided that proper notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

(D) Effective Date. An adopted amendment becomes effective upon filing with the Secretary of State, and subsequent recording in the Public Records of Lee County, Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Gregg A. Fous
12730 New Brittany Blvd.
Ft. Myers, Florida 33907-4681

Patrick Malooly
12730 New Brittany Blvd.
Ft. Myers, Florida 33907-4681

Wayne K. Scahorn
12730 New Brittany Blvd.
Ft. Myers, Florida 33907-4681

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

2375 Tamiami Trail N., Suite 308
Naples, Florida 34103

The initial registered agent at said address shall be:

Swalm, Bourgeau & Davies, P.A.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be made a party because of his being, or having been, a Director or officer of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

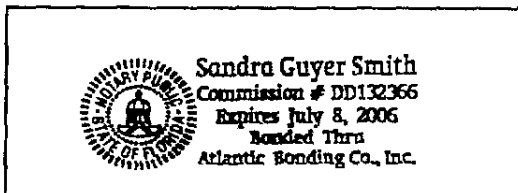
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approve the settlement as being in the best interest of the Association. The foregoing rights to indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has executed this document on the 7 day of April, 2005.

By: [Signature]
Gregg A. Fous

**STATE OF FLORIDA
COUNTY OF LEE**

The foregoing instrument was acknowledged before me this 7 day of April, 2005, by Gregg A. Fous. He is personally known to me or did produce n/a as identification.



Notarial Seal

[Signature]
Notary Public Signature
Sandra Guyer Smith
Print name

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

SWALM, BOURGEAU & DAVIES, P.A.

By: [Signature]
Christopher D. Davies, Vice President