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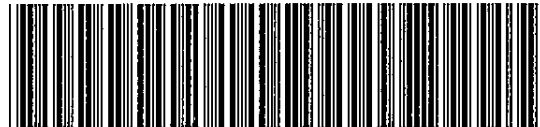
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2005 MAY 10 P 3:12

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AAAS

1.) Lake Okechawee Estates Homeowners Association, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 9, 2005

CORPORATE ACCESS, INC.

SUBJECT: LAKE OLGETHORPE ESTATES HOMEOWNERS ASSOCIATION, INC.

Ref. Number: W05000023436

We have received your document for LAKE OLGETHORPE ESTATES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears the filing submitted has a typographical error in the entity name. Please verify this name and all other information contained in the filing and resubmit it for processing.

OLGETHORPE OR OGLETHORPE?

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 805A00033116

*Corrected 5/10/05,
Thanks!
Irish ☺*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

05 MAY 10 PM 2:27

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**ARTICLES OF INCORPORATION
OF
LAKE OLGETHORPE ESTATES HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-For-Profit)**

FILED

2003 MAY 10 P 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby executes this document for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and do hereby certify:

ARTICLE I.

NAME

The name of the corporation is:

LAKE OLGETHORPE ESTATES HOMEOWNERS ASSOCIATION, INC.

(hereinafter called the "Association").

ARTICLE II

REGISTERED OFFICE

The street address of the Association is 6150 Diamond Centre Court, Building 1300, Fort Myers, Florida 33912.

ARTICLE III

PURPOSES OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Common Area and improvements thereon in accordance with the requirements of the Development Order for the real property issued by Lee County, within that certain real property (and any additions thereto) described in the Declaration of Covenants, Restrictions, Easements, Charges and Liens for Lake Oglethorpe Estates Homeowners Association, Inc. as recorded in the Public Records of Lee County, Florida (the "Declaration"), and to promote the health, safety and welfare and mutual enjoyment of the members of the Association.

ARTICLE IV

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided;

B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association including, without limitation, the Common Area;

D. If so required, to operate and maintain the surface water management system in accordance with the requirements of the South Florida Water Management District, and to contract for services to provide for the operation and maintenance of the surface water management system; provided, however, in the event the Association is dissolved, the surface water management system, and the property comprising such system, will be conveyed and be dedicated to a non-profit organization so as to assure continued maintenance of the surface water management system in perpetuity;

E. If so required, to operate and maintain the real property in accordance with the requirements of the Development Order issued by Lee County, Florida, and to contract for services to provide for the operation and maintenance of the real property;

F. With the assent of two-thirds (2/3) of the Membership Interests at a duly called meeting of the Association, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and only if the prior written consent of Declarant is obtained for so long as Declarant holds any Membership Interest in the Association;

G. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of the Membership Interests; and only if the prior written consent of Declarant is obtained for so long as Declarant holds any Membership Interest in the Association;

H. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the Membership

Interests of the Association; and only if the prior written consent of Declarant is obtained for so long as Declarant holds any Membership Interest in the Association;

I. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

J. To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

K. To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association, and to contract for services to be provided to the Owners, including cable television service. All Members of the Association shall be bound by such contracts regardless of whether they desire or use the services rendered thereunder.

L. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

M. All powers and duties of a not-for-profit corporation under Chapter 617, Florida Statutes.

ARTICLE V

MEMBERSHIP AND QUORUM

A. Every Owner of a Lot within the Property subject to the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

B. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, equal to thirty percent (30%) of the total voting interests of the Association shall constitute a quorum for any action.

ARTICLE VI

VOTING RIGHTS

A. There shall be one Membership Interest in the Association appurtenant to each Lot. Initially, Declarant shall be entitled to all Membership Interests in the Association. The Membership Interest appurtenant to each Lot shall automatically pass upon recordation in the public records of each instrument effectuating a sale, conveyance or transfer of said Lot.

B. The Association shall have two (2) classes of membership:

Class A. Class A Members shall be all Owners of Lots (except the Declarant) and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in

any Lot, all such persons shall have a Membership Interest in the Association. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant. The Declarant shall be entitled to one (1) vote for each Membership Interest held by it in the Association; provided, however, that until all Lots are sold by Declarant, including Lots within such additional property as may hereafter be brought within the jurisdiction of the Association, Declarant shall at all times be entitled to no less than the number of votes equal to the maximum number of votes for all other classes plus one, so that the Declarant shall at all referenced times have a majority of votes.

ARTICLE VII

DIRECTORS AND OFFICERS

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

B. Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Declarant, and following turnover shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

DURATION

The Association shall have perpetual existence.

ARTICLE IX

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by a majority vote of the Board of Directors or by thirty (30%) percent of the Members. Such proposals shall be in writing and shall be delivered to the President of the Association who shall thereupon call a special meeting of the Members not less than ten (10) days or more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a

special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of two-thirds (2/3) of all Membership Interests (not just those voting) shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive the requirements of this Article as to the notice of special meetings to vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles, and any amendment passed by two-thirds (2/3) of the Membership Interests shall not be invalid merely because some Members did not receive notice of the special meeting.

ARTICLE X

BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Directors and attached to the Declaration to be filed among the Public Records of Lee County, Florida. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed without the consent or joinder of the Declarant so long as Declarant holds a Membership Interest in the Association.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee holding a lien upon a Lot or Unit.

D. No By-law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined, and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of ByLaw. See By-Law _____ for present text". Nonmaterial errors or omissions in the By-Law process shall not invalidate an otherwise properly promulgated amendment.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not

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

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2005 MAY 10 P 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with section 48.091, Florida Statutes, the following is submitted:

Lake Olgethorpe Estates Homeowners Association, Inc., desiring to organize or
qualify under the laws of the State of Florida with its principal place of business at Lee County,
State of Florida, has named:

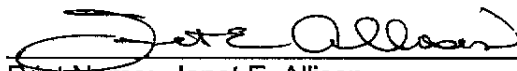
Janet E. Allison
at 6150 Diamond Centre Court, Building 1300
Fort Myers, Florida 33912

as its agent to accept service of process within Florida.

SIGNATURE: 
Janet E. Allison, Incorporator

DATE: May 4, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


Print Name: Janet E. Allison

DATE: May 4, 2005