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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRANO HOMEOWNERS ASSOCIATION, INC.

FIRANO HOMEOWNERS ASSOCIATION, INC., a not-for-profit corporation organized pursuant to the provisions of Chapter 617, *Florida Statutes* (the "Corporation" or the "Association"), hereby certifies that the following Amended and Restated Articles of Incorporation were adopted by its sole Member:

ARTICLE I

The name of the Corporation is FIRANO AT NAPLES HOMEOWNERS ASSOCIATION, INC., and its mailing and principal office address is c/o Toll Brothers, Inc., 28341 South Tamiami Trail, Suite 4, Bonita Springs, Florida 34134.

ARTICLE II

The Corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

A. To promote the health, safety and, social welfare of the owners of all lots located within FIRANO AT NAPLES, a planned community within Collier County, Florida (the "Community");

B. To maintain all portions of the Community and improvements thereon for which the obligation to maintain and repair has been delegated to the Corporation by the Declaration of Covenants, Conditions, and Restrictions of Firano at Naples (the "Declaration"), which is to be recorded in the public records of Collier County, Florida;

C. To contract for the operation and maintenance of the Common Areas or Surface Water Management System and Stormwater Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

D. To operate and maintain the Surface Water Management System and Stormwater Management Systems, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Association shall operate, maintain, and manage the Surface Water Management System and Stormwater Management System in a manner consistent with the District's permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Management System and Stormwater Management System. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Surface Water Management System and Stormwater Management System;

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E. To the extent applicable, to exercise all rights and powers of a non-profit corporation permitted by Chapter 617, *Florida Statutes*, and all rights and powers set forth in Chapter 720, *Florida Statutes*; and

F. To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

ARTICLE III

A. Term. The term of the Association shall be perpetual.

B. Dissolution. In the event of dissolution, the control or right of access to any portion of the Properties containing the Surface Water Management System or Stormwater Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System or Stormwater Management System are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE IV

The definitions contained in the Declaration are incorporated into these Articles of Incorporation and made a part hereof, unless specified to the contrary herein.

ARTICLE V

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The current Board of Directors consists of three (3) persons whose names and addresses are:

Gary Hains	28341 South Tamiami Trail, Suite 4 Bonita Springs, Florida 34134
David Torres	28341 South Tamiami Trail, Suite 4 Bonita Springs, Florida 34134
Brock Fanning	28341 South Tamiami Trail, Suite 4 Bonita Springs, Florida 34134

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

ARTICLE VI

The affairs of the Corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the Corporation may provide for from time to time. All officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the Corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

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The names of the officer who are to serve until the first meeting of the Board following the annual meeting of the Corporation is:

Gary Hains	President
David Torres	Vice President
Brock Fanning	Secretary/Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VII

Each Owner of a Lot within the Community shall be entitled to one (1) vote for each owned Lot or as otherwise more fully set forth in these Articles or in the Declaration.

ARTICLE VIII

Voting Rights. The Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

1. Class "A". Class "A" Members shall be all Owners, with the exception of Declarant. Class "A" Members shall be entitled to one (1) equal vote for each Lot owned in the Community. When more than one (1) person holds an ownership interest in any Lot, all such persons shall be Members of the vote for such Lot shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the even more than one (1) person seeks to exercise it.

2. Class "B". The sole Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or withhold approval of actions proposed under this Declaration and the Bylaws, are specified elsewhere in the Declaration and the Bylaws. The Class "B" Member may appoint a majority of the members of the Board during the Class "B" Control Period, as specified in Section 4.3 of the Bylaws. After termination of the Class "B" Control Period, the Class "B" Member shall have a right to disapprove actions of the Board and committees as provided in Section 4.18 of the Bylaws. Additionally, the Class "B" Member shall be entitled to ten (10) votes for each Lot owned.

The Class "B" membership shall terminate upon the earlier of:

- (i) Two years after termination of the Class "B" Control Period pursuant to Section 4.3 of the Bylaws; or
- (ii) When, in its discretion, the Declarant so determines and declares in a recorded instrument.

ARTICLE IX

Fifty percent (50%) plus one of the voting interest of members entitled to vote must be present in person, or present by valid proxy, to constitute a quorum. A quorum shall be required

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at all meetings of the membership for the transaction of business, except as otherwise provided by statute or by the Declaration. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. At the reconvened meeting and quorum may be reached if one-third (1/3) of the voting interest of Members entitled to vote are present in person or by valid proxy. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

ARTICLE X

This Corporation shall never have nor issue any shares of stock, nor shall the Corporation distribute any part of the income of the Corporation, if any, to its Members, Directors or Officers. However, the Corporation shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the Corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.

ARTICLE XI

The Corporation shall have all the powers set forth and described in Chapter 617 and Chapter 720, *Florida Statutes*, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation, including, but not limited to, assess members for all expenses incurred in connection with maintaining and operating the surface water management system and the right to enforce that assessment pursuant to the imposition of liens.

ARTICLE XII

The Corporation shall indemnify all persons who may serve or who have served at any time as committee members, director or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a director or officer of the Corporation, except in such cases where the committee member, director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such committee member, director or officer may otherwise be entitled.

ARTICLE XIII

In the absence of fraud, no contract or other transaction between the Corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any committee member, director or officer of the Corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing contract or

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transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV

The Bylaws of the Corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

ARTICLE XV

These Amended and Restated Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of the Corporation may propose an amendment to the Amended and Restated Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until termination of the Class B Control Period, any changes in the Amended and Restated Articles of Incorporation may be made by a majority vote of the Board of Directors.

ARTICLE XVII

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supercede such conflicting provisions contained herein. To the extent any provisions contained herein conflict with Chapter 617 or Chapter 720 of the *Florida Statutes*, the provisions contained in the *Florida Statutes*, to the extent applicable, shall supercede such conflicting provisions contained herein.

IN WITNESS WHEREOF, on this 12th day of June, 2006, the Corporation has caused the undersigned duly authorized officer to execute these Amended and Restated Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.

FIRANO HOMEOWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation

By: _____

Gary Heins, President