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May 24, 2006

Via Federal Express Overnight Delivery

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
850.245.6052 Phone

Re: Articles of Incorporation for Horseshoe Village Condominium
Association, Inc. (not-for-profit)

Gentlemen:

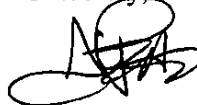
Please find enclosed Articles of Incorporation ("Articles") for the above-referenced association, in addition to our firm's check in the amount of \$78.75 in payment of the filing fee, designation of registered agent fee, and a certified copy of the Articles.

Also enclosed is a copy of the Articles for certification. Please return the certified copy to me in the enclosed prepaid Federal Express envelope.

All further correspondence for this matter should be sent to the attention of Matthew L. Grabinski, Esq., at the above address.

Please contact me with any questions or comments in regards to this matter.

Sincerely,



Amy Pescetto

/ap

Enclosures

Cc: Matthew L. Grabinski, Esq. (via email w/out encl.)
Client (via email w/out encl.)

**ARTICLES OF INCORPORATION
OF
HORSESHOE VILLAGE CONDOMINIUM ASSOCIATION, INC.**

FILED
06 MAY 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, and the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

PREAMBLE

Horseshoe Park Holdings, LLC, a Florida limited liability company, ("Declarant") owns certain property in Collier County, Florida (the "Land") and intends to execute and record a Declaration of Condominium of Horseshoe Village Condominium, a Commercial Condominium (the "Declaration") which will encumber the Land. This Association is being formed as the Association to administer the Declaration and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Collier County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is HORSESHOE VILLAGE CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association". The initial address of the principal office of the Association and the initial mailing address of the Association is 1037 Fifth Avenue North, Naples, Florida 34102.

ARTICLE II- PURPOSE

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

1. To operate as a corporation not-for-profit pursuant to Chapter 617, Florida Statutes.
2. To enforce and exercise the duties of the Association as provided in the Declaration.
3. To promote the health, safety, welfare, comfort and economic benefit of the members of the Association.

ARTICLE III - POWERS AND DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in or contemplated by the Declaration, including but not limited to, the following:

- A. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
- B. To make and collect Assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.
- C. To enforce the provisions of the Declaration, these Articles and the Bylaws.
- D. To make, establish and enforce reasonable rules and regulations governing the use of Units, Common Elements, Building and other property under the jurisdiction of the Association.
- E. To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.
- F. To borrow money for the purposes of carrying out the powers and duties of the Association.
- G. To exercise control over alterations, additions, improvements, or changes in accordance with the terms of the Declaration.
- H. To obtain insurance as provided by the Declaration.
- I. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.
- J. To sue and be sued.

ARTICLES IV – MEMBERS

The members of the Association shall consists of all of the record Owners of Units. Membership shall be established as to each Unit upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Unit, whether by conveyance, devise, judicial decree, foreclosure or otherwise, and upon the recordation amongst the public records of Collier County, Florida, the deed or other instrument establishing the acquisition and designating the Unit affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Unit designated shall be terminated, provided, however that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise

informed of the transfer of ownership of the Unit. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association.

The share of each member in the funds and assets of the Association, and the Common Surplus, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that membership is established.

On all matters upon which the membership shall be entitled to vote, each Member's Voting Interest shall be as set forth in the Declaration.

The Bylaws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

ARTICLE V - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE V INCORPORATOR

The name and street address of the incorporator is George B. Atkinson, 1037 Fifth Avenue North, Naples, Florida 34102.

ARTICLES VII- DIRECTORS

The property, business and affairs of the Association shall be managed by a Board, which shall consist of not less than three (3) directors, and which shall always be an odd number. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be members Association.

All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

The Developer shall have the right to appoint all of the Directors subject to the following:

(1) When Owners other than the Developer own fifteen percent (15%) or more of the Units, the Owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Directors.

(2) Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors upon the first to occur of the following:

(a) Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(e) Seven (7) years after recordation of the Declaration.

The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%), of the Units in the Condominium. Following the time that Owners other than the Developer are entitled to elect a majority of the Board of Directors, the Developer may exercise the right to vote any Developer-owned Units in the same manner as any other Unit Owner.

Directors shall be elected and removed in the manner provided in the Bylaws. Vacancies on the Board shall be filled in the manner provided by the Bylaws; however any director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint the directors.

The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

George B. Atkinson	1037 Fifth Avenue North Naples, Florida 34102
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Ronald D. Hilton	1037 Fifth Avenue North Naples, Florida 34102
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John T. Gulliford	1037 Fifth Avenue North Naples, Florida 34102
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ARTICLE VIII - OFFICERS

The officers of the Association shall be a president, one or more vice presidents, secretary, treasurer and such other officers as the Board may, from time to time by resolution create. The officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

George B. Atkinson	President
Ronald D. Hilton	Vice President
John T. Gulliford	Secretary/Treasurer

ARTICLE IX - INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and, reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the Association unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to hereinabove, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the board in the specific case upon receipt of an undertaking by or on behalf of the directors, officers, employees or agents to repay such unless it shall be determined that he is entitled to be indemnified by the Association as authorized herein.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaws, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

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 is or 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 him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X - BYLAWS

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

ARTICLES XI- AMENDMENTS

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

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be an annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the Voting Interest of the entire membership of the Association.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

6. Notwithstanding anything contained herein to the contrary, so long as Declarant is entitled to elect a majority of the Board of Directors, Declarant shall have the right to amend these Articles without the consent or joinder of any other Owner or any Institutional Lender. In addition, no amendment which would in any way adversely effect any of the rights, privileges, powers or options herein provided in favor of or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint directors.

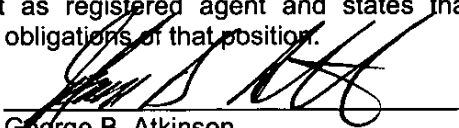
7. After turnover of control of the Association to members other than the Declarant, no amendment shall change the qualifications for membership or in the Voting Interests of members without approval by all of the members. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Units, no amendment shall in any way adversely effect any of the rights, privileges, powers or options herein provided in favor of; or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint directors.

ARTICLES X - INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office of the Association shall be at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103

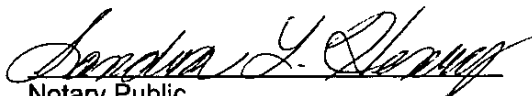
The initial register agent at that address is Matthew L. Grabinski.

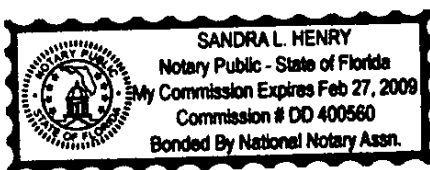
WHEREFORE, the incorporator, and the initial registered agent have executed these Articles on this 23 day of May, 2006. By executing these Articles, the undersigned registered agent accepts the appointment as registered agent and states that the undersigned is familiar with and accepts the obligations of that position.


George B. Atkinson

STATE OF FLORIDA
COUNTY OF COLLIER

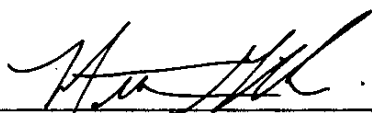
Sworn to and subscribed before me this 23 day of May, 2006 by George B. Atkinson, who is personally known to me or who produced _____ as identification.


Notary Public



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 acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Act.



Matthew L. Grabinski

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06 MAY 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA