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FLORIDA PROFIT/NON PROFIT CORPORATION

Manchester Square Master Association, Inc.

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**ARTICLES OF INCORPORATION
OF
MANCHESTER SQUARE MASTER ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, *Florida Statutes*, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **MANCHESTER SQUARE MASTER ASSOCIATION, INC.** (hereinafter referred to as the "Master Association"), and its initial office for the transaction of its affairs shall be 24301 Walden Center Drive, Bonita Springs, Florida 34134, and the initial Registered Agent at that address is Vivien N. Hastings.

ARTICLE II: PURPOSES

This Master Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Master Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Master Association in furtherance of one or more of its purposes. The general purpose of this Master Association is to promote the common interests of the property owners in Manchester Square (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Master Association contemplated in the Master Declaration for the Community recorded in the public records of Collier County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Subdivision Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) Own and convey property;

(d) Establish rules and regulations;

(e) Sue and be sued;

(f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association;

(g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and

(h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

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ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Parcel that is subject to Assessment pursuant to the Declaration shall become a Member of the Master Association upon the recording of the instrument of conveyance. If title to a Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Parcel is entitled to membership for each Parcel owned. No person other than an Owner may be a Member of the Master Association, and a membership in the Master Association may not be transferred except by the transfer of title to a Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Parcel, all such persons are Members, but there may be only one vote cast with respect to such Parcel. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Master Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Parcel unless and until the Master Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Master Association shall have 2 classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Parcels of the Community ("Homeowners") except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Homeowners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the schedule set forth in Exhibit E to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, Declarant shall be entitled to solely appoint all members of the Board. The Class B membership will terminate and convert automatically to Class A membership, and Transfer of Control of the Master Association for the Members other than Declarant shall occur, upon the earlier of (a) 3 months after 90% of the Lots in all portions of the Community which are or may be ultimately subject to governance by the Master Association have been conveyed to third party Homeowners; or (b) when Declarant waives its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Collier County, Florida.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Master Association shall have perpetual existence. In the event the Master Association is dissolved, the Master Association shall ensure that the maintenance of the surface water management system, is delegated, transferred or assigned to a similar not-for-profit corporation.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

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NAME**ADDRESS**

Robert S. Freedman

Carlton Fields, P.A.
 Corporate Center Three at International Plaza
 4221 West Boy Scout Road, Suite 1000
 Tampa, Florida 33607-5736

ARTICLE VI: MANAGEMENT

The affairs of the Master Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Master Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Master Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Master Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Master Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B Members, in their sole discretion, may voluntarily consent to the election of one director by the Class A Members after 50% of the Lots in the Community have been conveyed to Class A Members.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Paul Erhardt	President
Sheila Terry	Vice President
Sylvia Keith	Secretary-Treasurer

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Master Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Paul Erhardt	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
Sheila Terry	24301 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134
Sylvia Keith	2020 Clubhouse Drive Sun City Center, Florida 33573

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ARTICLE IX: BY-LAWS

The By-Laws of the Master Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by *Florida Statutes* for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) 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 both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

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

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots, Units or Parcels in the Community, and (b) no amendment which will affect any aspect of the surface water management system located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, *Florida Statutes*, the name and address of the Initial Registered Agent for service of process upon the Master Association is:

Vivien N. Hastings
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

The preceding address is also the address of the registered office of the Master Association.


Robert S. Freedman, Incorporator

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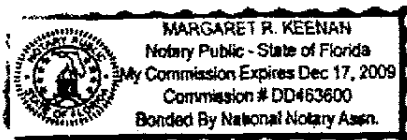
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of June, 2006, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires: _____

[AFFIX NOTARY SEAL]



Margaret R. Keenan
(Signature)

Name _____
(Legibly Printed)

Notary Public, State of Florida

(Serial Number, if any)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Manchester Square Master Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


Vivien N. Hastings