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FLORIDA PROFIT/NON PROFIT CORPORATION

TOWN CENTER OF TOMORROW, INC.

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**ARTICLES OF INCORPORATION
OF
TOWN CENTER of TOMORROW, INC.
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation shall be "Town Center of Tomorrow, Inc."

PRINCIPAL OFFICE: The principal office of the corporation is located at 740 Durion Ct, Sanibel, Florida 33957.

MAILING ADDRESS: The mailing address of the corporation is Town Center of Tomorrow, Inc., 740 Durion Ct, Sanibel, FL 33957

REGISTERED AGENT: The name of the registered agent of the corporation is David M. Platt. The address of this registered agent is Island Medical & Business Center, 1648 Periwinkle Way, Suite B, Sanibel, FL 33957. This Corporation shall have the right to change such registered agent and registered office as provided by law.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is: Sidney Picker, Jr., 250 Hurricane Lane, Sanibel, FL 33957.

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific:

Whereas the City of Sanibel is a community dedicated to development designed to support a lifestyle (for its residents and visitors) consistent with the preservation and maintenance of the natural environment (both flora and fauna) and ecology of the Island of Sanibel, a barrier island in the Gulf of Mexico located in the County of Lee, State of Florida.

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Whereas, consistent with Sanibel's dedication to the preservation of the islands environment and ecology, its City Charter provisions and municipal regulations encourage minimally invasive lightless streets as well as low rise and low land density construction; and

Whereas such low rise low land density Charter provisions and municipal regulations tend to encourage residential development which (1) requires the use of motorized vehicular transportation to access necessary municipal, charitable, cultural and commercial facilities on the island; (2) has led to the development of such facilities along a strip rather than town center axis; and (3) by its scarcity has, in a free market system, provided housing available principally for upper income residents to the substantial exclusion of lower and middle income persons who are employed on or otherwise provide services to the island, its residents and its visitors;

Whereas the cost and time necessary to commute from affordable housing on the mainland adjacent to Sanibel Island has increased to the extent that the island has difficulty attracting necessary lower and middle income employees; and

Whereas elderly island residents wishing to maintain an independent lifestyle while minimizing home maintenance concerns and/or dependency on the use of self-operated motor vehicles leave the island for alternate resident arrangements which provide, by contract at reasonable cost, sufficient services to maintain an independent lifestyle free of formal Nursing or Assisted Living restrictions;

Now therefore, it is the mission of TOWN CENTER OF TOMORROW (TCT) to encourage the development of a resident-based town center in the City of Sanibel (consisting of a barrier island in Lee County, Florida) by supporting (including providing) the establishment and operation, within reasonable walking distance of municipal, cultural and commercial facilities, of: (1) affordable housing for those lower and middle income persons employed in or providing services to Sanibel Island (2) contractually and otherwise provided fully maintained condominium housing together with such allied services as are necessary or convenient (including but not limited to commercial, charitable, cultural and municipal services) sufficient to allow Sanibel senior residents to sustain an independent lifestyle readily accessible to such services, and (3) in connection with the foregoing, whenever appropriate or advisable, to support, cooperate with and/or otherwise encourage the maintenance and expansion of such complimentary commercial, charitable, cultural and municipal services and facilities.

DISSOLUTION: Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation be distributed exclusively to charitable,

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scientific, literary, or educational organizations which then would qualify for the provisions of Section 501(c)(3) of the code and the regulations issued thereunder, and no Trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

EARNINGS:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporate Purposes above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable, scientific and educational purposes, in accordance with its mission statement.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

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5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this

21st day of July, 2006.

(signature) _____

(name) SIDNEY PICKER, Jr

Articles of incorporation

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David M. Platt, Registered Agent

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TALLAHASSEE, FLORIDA