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FLORIDA PROFIT/NON PROFIT CORPORATION

Woodcrest Property Owners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
WOODCREST PROPERTY OWNERS' 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

The name of this corporation shall be Woodcrest Property Owners' Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II
INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Association shall be 11145 Tamiami Trail, East, Naples, Florida 34113.

ARTICLE III
PURPOSE

The purposes and objectives of the Association shall be to administer the operation and management of the property and structures placed under the jurisdiction of the Association, and to perform the acts and duties incident for operation and management of the Association in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association (hereinafter referred to as the "Bylaws"), and the Declaration of Covenants, Conditions, Restrictions and Easements for Woodcrest (hereinafter referred to as the "Declaration"), recorded in the Public Records of Collier County, Florida, as the same may in the future be amended; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Property (as such term is defined in the Declaration), the improvements and such other property, real and/or personal, as may be or become part of the Association Property to the extent necessary or convenient in the administration of the Association. The Association shall be conducted as a non-profit organization for the benefit of its Members.

ARTICLE IV
MEMBERSHIP AND VOTING

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

A. The record owners of all Lots made subject to the Declaration, shall be members (hereinafter referred to individually as a "Member" and collectively as the "Members") of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a Lot in Woodcrest, or by acquisition of fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity is divested of all title or his or her entire fee ownership in such Lot.

C. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot owned by such Member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters on which the membership shall be entitled to vote each Member shall be entitled one (1) vote for each Lot owned or governed by the Member (hereinafter referred to as a "Voting Interest"). Voting Interests may be exercised or cast by Members in accordance with the Bylaws.

ARTICLE V POWERS

The Association shall have all of the powers set forth in Chapters 617 and 720, Florida Statutes, including without limitation the power to:

(a) Operate, maintain, repair and replace the common facilities as contemplated by the Declaration.

(b) Construct any additional facilities or structures necessary to maintain the Property.

(c) Maintain the surface water management system as permitted by the South Florida Water Management District and in accordance with the Declaration.

(d) Levy and collect assessments against Members of the Association to defray the expenses of the Association, as provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Property, which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.

(e) Contract for the management of the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws.

(f) Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Property.

(g) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration.

(h) Provide and/or arrange for all services which the law permits to be provided by a homeowners association.

ARTICLE VI TERM OF EXISTENCE

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

ARTICLE VII DIRECTORS

A. The affairs of the Association shall be managed by the Board of Directors. The number of members of the initial Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be not less than three (3), or otherwise provided for from time to time by the Bylaws, and they shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws. The members of all Boards of Directors shall be Members of the Association or shall be an officer of a corporate Member of the Association.

B. Habitat for Humanity of Collier County, Inc., a Florida corporation not for profit (hereinafter referred to as "Habitat"), shall have the right to designate the members of the Board of Directors for so long as the law will permit it to do so. Notwithstanding the foregoing, Habitat shall be entitled at any time to waive in writing its rights hereunder, and to transfer control of the Association to the owners prior to the times required by law. After Owners other than Habitat elect the members of the Board of Directors, the Declarant shall, within the time required by law and in a manner to be provided in the Bylaws, relinquish control of the Association and shall deliver to the Association all property of the Owners and of the Association held or controlled by Declarant.

C. The names and addresses of the initial members of the Board of Directors, who, subject to the provisions of the laws of Florida, these Articles and the Bylaws, shall hold office until the annual meeting of the Association, in the year following the year this corporation is formed, and thereafter until their successors are elected and have qualified, are as follows:

Samuel J. Durso, M.D.
1145 Tamiarni Trail East
Naples, FL 34113

Lindsey Halstead
11145 Tamiami Trail East
Naples, FL 34113

Peter Manion
11145 Tamiami Trail East
Naples, FL 34113

ARTICLE VIII OFFICERS

A. The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

B. The initial officers of the Association, who shall hold office until their successors are elected pursuant to these Articles and the Bylaws, and have qualified, shall be the following:

President - Samuel J. Durso, M.D.
Treasurer - Lindsey Halstead
Secretary - Peter Manion

ARTICLE IX INCORPORATOR

The name and address of the incorporator is as follows:

W. Jeffrey Cecil, Esq.
Porter Wright Morris & Arthur LLP
5801 Pelican Bay Boulevard, Suite 300
Naples, Florida 34108

ARTICLE X BYLAWS

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

ARTICLE XI INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses, liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer of the Association at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Association all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(a) Real property contributed to the Association, without the receipt of other than nominal consideration, by Habitat for Humanity of Collier County, Inc., shall be returned in fee simple and without encumbrances to Habitat for Humanity of Collier County, Inc., or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.

(b) Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility (which shall include the surface water management system) shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted to the Association.

(c) Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting interest.

(d) No disposition of the Property shall be effected to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Tract or Lot in the development owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIII AMENDMENTS

An amendment or amendments to these Articles may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the Members of the Association holding a majority of the Voting Interests in the Association, whether at a duly noticed meeting of the Members or by instrument in writing signed by such Members. Upon any amendment or amendments to these Articles being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or acting chief executive officer in Absence of the President, who shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him or her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each Member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment of amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his or her Post Office address as it appears on the records of the Association, with first class postage thereon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the Members holding not less than a majority of the Voting Interest in the Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Collier County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of the Declarant to designate and select members of the Board of Directors of the Association, as provided herein, may be adopted or become effective without the prior written consent of Declarant.

ARTICLE XIV REGISTERED AGENT


The Association hereby appoints W. Jeffrey Cecil, Esq., whose address is c/o Porter Wright Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, as its registered agent.

WHEREFORE, the Incorporator has executed these Articles of Incorporation this 26th day of February, 2007.


W. Jeffrey Cecil, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated corporation at the designated registered office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to the proper and complete performance of my duties.


W. Jeffrey Cecil, Esq.

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