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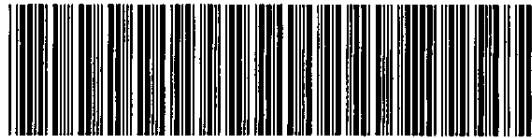
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T. Hampton MAR 12 2007

JACK PANKOW  
ATTORNEY AT LAW  
1601 Jackson Street, Suite 201  
Fort Myers, Florida 33901  
239-334-4774

March 6, 2007

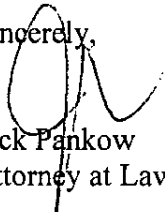
Secretary of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Viceroy Street Condominium Association, Inc.  
Heald Homeowners Association, Inc.

Please find enclosed the Articles of Incorporation for the above not for profit corporations together with my check for \$140.00.

Please confirm filing of the foregoing. Thank you.

Sincerely,



Jack Pankow  
Attorney at Law

copy to client

**ARTICLES OF INCORPORATION  
OF  
HEALD HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, being a natural person competent to contract, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not for profit corporation.

**ARTICLE I: CORPORATE NAME**

The name of the corporation shall be Heald Homeowners Association, Inc.

**ARTICLE II: PURPOSE**

The purposes for which this association is formed are as follows:

A. To form an "Association" as defined in Chapter 720, Florida Statutes ("Homeowners Association Act"), as enacted as of December 15, 1982, the date of recording the Declaration of Covenants, Conditions and Restrictions ("Declaration") for Whisperwood II and to perform such acts and duties necessary and desirable for the management of the common property of Whisperwood II, and to own, operate, lease, sell, and trade property whether real or personal, including Apartments in Whisperwood II, as may be necessary or convenient in the administration of Whisperwood II.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

C. To establish by-laws for the operation of Whisperwood II ("By-Laws"), provide for the administration of the Association, establish rules and regulations for governing the same, and enforce provisions of the Homeowners Association Act, Declaration, these Articles of Incorporation and By-Laws.

D. To have all the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Homeowners Association Act, the Declaration, these Articles, the By-Laws of the Association and Chapter 617, Florida Statutes.

E. To assess apartment owners for the common expenses of the Association and enforce said assessments.

F. To own and operate the common property of Whisperwood II as described and defined in the Declaration, including, but not limited to, the surface water management system as permitted by South Florida Water Management District, including lakes,

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retention areas, culverts, and related appurtenances, and to enter into contract for such purposes.

#### ARTICLE III: PRINCIPAL OFFICE

The street address of the initial registered office of the corporation shall be 3675 Broadway, Fort Myers, Florida 33901 and the initial registered agent of the corporation is Ray Suprenard.

#### ARTICLE IV: TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE V: DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Directors. The first Board of Directors shall have three (3) directors. The future number and qualifications of the directors shall be determined by the By-Laws of the Association.

B. The first Board of Directors shall serve until the first election of directors as provided in the By-Laws. Thereafter, directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, such vacancy shall be filled in accordance with the By-Laws.

C. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The executive officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected annually by the Board of Directors. Said officers shall be owners of Whisperwood II after a majority of the apartments are owned by individual owners.

#### ARTICLE VI: MEMBERS

All apartment owners in Whisperwood II operated by the Association shall automatically be Members of the Association and their membership shall automatically terminate when title to their apartment is conveyed, at which time the new owner shall automatically be a Member of the Association. Membership certificates are not required and none shall be issued.

#### ARTICLE VII: INCORPORATOR

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

Ray Suprenard

3675 Broadway  
Fort Myers, Florida 33901

### ARTICLE VIII: BY-LAWS

The Board of Directors shall adopt By-Laws to aid in governing the Association. The Members may amend the By-Laws from time to time in the manner provided therein.

### ARTICLE IX: AMENDMENTS

Proposals for amendments to these Articles of Incorporation which do not conflict with the Homeowners Association Act or the Declaration may be made, in writing, by the Board of Directors or by sixty-seven (67%) percent of the Members. Such proposals shall be delivered to the President, who shall thereupon call a special meeting of the Members not less than ten (10) or more than sixty (60) days following receipt of the proposed amendment. Should the President fail to call such a special meeting, the Members may, in lieu thereof, call a special meeting. Such proposal shall state the purpose or purposes of the proposed amendment. Notice of a special meeting shall be given and posted in the manner provided by the By-Laws. Upon an affirmative vote of sixty-seven (67%) percent of all members the amendment shall be adopted.

Any member may waive the requirements of this Article as to the notice of special meeting and may vote by proxy. An amendment passed in accordance with this Article shall not be invalid merely because some members did not receive notice of special meeting.

### ARTICLE X: INDEMNIFICATION

Every director and officer of the Association shall be indemnified by the Association to the maximum extent permitted by law, against all expenses and liabilities, including legal fees reasonably incurred by or imposed upon him or her, in connection with any proceedings or any settlement thereof, to which he/she may be a party, or became involved in by reason of being a director or officer of the Association, whether or not such expenses were incurred at the time he/she was a director or officer, except in such cases as the director or officer in bad faith commits an act of willful malfeasance. All settlements must be approved by the Board of Directors as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to any other rights that a director or officer may be entitled. The right of indemnification shall not be applicable to any person who receives regular compensation for his/her duties from which the claim arises, except only to the extent covered by insurance.

IN WITNESS WHEREOF the subscriber has hereunto set his name and seal this 27 day of February, 2007.

  
Ray Suprenard

STATE OF FLORIDA )  
COUNTY OF LEE )

Sworn to and subscribed before me this 27 day of February, 2007

  
\_\_\_\_\_  
Notary Public

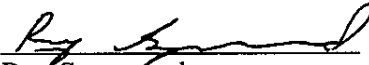
JACK PANKOW  
Notary Public, State of Florida  
My comm. exp. Oct. 17, 2009  
Comm. No. DD 479638

Notary Stamp

REGISTERED AGENT CERTIFICATE


Pursuant to Chapter 48 of the Florida Statutes, the following is submitted in compliance with said act.

That, Maple Creek Condominium Association, Inc. is seeking to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3675 Broadway, Fort Myers, Florida 33901 and Ray Suprenard as its agent to accept service of process within this state.

  
\_\_\_\_\_  
Ray Suprenard

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
Ray Suprenard