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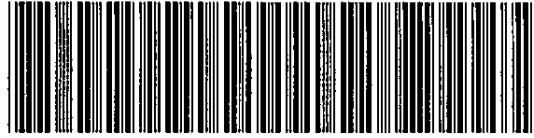
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Popoize Point Townhomes
Association, Inc.*

- Art of Inc. File _____
- LTD Partnership File _____
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- Art. of Amend. File _____
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- Fictitious Owner Search _____
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- Driving Record _____
- UCC 1 or 3 File _____
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Signature

Requested by:

Name

Date

Time

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**ARTICLES OF INCORPORATION
OF
PORPOISE POINT TOWNHOMES ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes (2006), these Articles of Incorporation (sometimes hereinafter referred to as the "Articles") are created by Peter J. Gravina, 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purposes set forth below.

**ARTICLE I
NAME**

The name of the corporation is Porpoise Point Townhomes Association, Inc. (sometimes hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office of the corporation is located at:

9400 Block Lane
Estero, Florida 33928

**ARTICLE III
PURPOSE AND POWERS**

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida, pursuant to Chapters 617 and 720 of the Florida Statutes. The Association is organized for the purpose of providing an entity for the operation of a residential community, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of an association not for profit under Florida law, except as limited or modified by these Articles, the Bylaws of the Association (sometimes hereinafter referred to as the "Bylaws"), or the Declaration of Covenants, Conditions and Restrictions for Porpoise Point Townhomes (sometimes hereinafter referred to as the "Declaration") and it shall have all of the powers and duties reasonably necessary to operate the community pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

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(A) To levy, collect and enforce assessments against all members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.

(B) To own, lease, maintain, repair, replace or operate the common areas of the community.

(C) To purchase insurance upon the common areas of the community for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the common areas of the community.

(E) To establish, amend and enforce reasonable rules and regulations governing the use of the common areas of the community and the operation of the Association.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the Bylaws.

(G) To contract for services to provide for the management and maintenance of the common areas of the community and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Association's properties.

(I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities including recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the community, if they are intended to provide enjoyment, recreation or other use or benefit to the members.

(J) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

Except as provided herein, all funds and title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the Declaration and/or the Bylaws. Each and every owner of a lot or living unit in the community shall be a member of the Association.

ARTICLE V
TERM

The term of the Association shall be perpetual.

ARTICLE VI
BYLAWS

The Bylaws may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII
AMENDMENTS

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors of the Association or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized by the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the public records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII
DIRECTORS AND OFFICERS

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting after the annual meeting of the members and shall serve at the pleasure of the Board.

ARTICLE IX
INITIAL DIRECTORS

The initial directors of the Association shall be:

Robert J. Gleason
9400 Block Lane
Estero, Florida 33928

L. Michael Dillard
6307 Waterford Blvd., Suite 155
Oklahoma City, OK 73118

J. Roddy Bates
6307 Waterford Blvd., Suite 155
Oklahoma City, OK 73118

ARTICLE X
INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

9400 Block Lane
Estero, Florida 33928

The initial registered agent at said address shall be:

Robert J. Gleason

ARTICLE XI
INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.

(C) A transaction from which the director or officer derived or sought to derive an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

(E) Wrongful conduct by directors or officers appointed by the developer of the community, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested directors approve such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled.


WHEREFORE the incorporator has caused these presents to be executed this 11th day of July, 2007.


Peter J. Gravina

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 11th day of July, 2007, by Peter J. Gravina, who is personally known to me and did not take an oath.

(Seal)



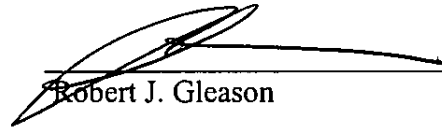
Notary



Jennifer L. Denby
My Commission DD366216
Expires November 02 2008

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Porpoise Point Townhomes Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


Robert J. Gleason