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FLORIDA PROFIT/NON PROFIT CORPORATION

Villages at Old Cypress Master Association, Inc.

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November 15, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: VILLAGES AT OLD CYPRESS MASTER ASSOCIATION, INC.
REF: W07000056325

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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Suzanne Hawkes
Regulatory Specialist II
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
VILLAGES AT OLD CYPRESS MASTER ASSOCIATION, INC.**

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
Corporate Name**

The name of the corporation is Villages at Old Cypress Master Association, Inc., hereinafter called the "Association".

**ARTICLE II
Address**

The initial mailing address of the Association shall be 3443 Pine Ridge Road, Naples, Florida 34109-3884. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distribution of income to its Members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Parcels, Units, Common Areas (as defined in the Master Declaration of Covenants, Conditions, Easements, and Restrictions for Villages at Old Cypress, referred to hereinafter as the "Declaration"), and related improvements, according to the provisions of the Declaration, and to promote the health, safety and welfare of the residents within the Villages at Old Cypress community and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (d) To maintain, repair and operate the property of the Association;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members;
- (f) To reconstruct improvements after casualty and make further improvements upon the property;
- (g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;
- (h) To employ personnel to perform the services required for proper operation of the Association;
- (i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

ARTICLE IV Membership

Section 1. Membership Generally: No person except an Owner or a Declarant, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Declarant, regardless of whether a Declarant is also an Owner, shall be either Class A or Class B Members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a Unit or Parcel that is subject to assessment under the Declaration, except Declarant, shall be a Class A Member of the Association. Each Class A membership shall be appurtenant to a Unit or Parcel and shall be transferred automatically by a conveyance of record title to such Unit or Parcel. An Owner of more than one Unit or Parcel is entitled to one Class A membership for each Unit or Parcel to which such Owner holds record title. If more than one person holds an interest in any Unit or Parcel, all such persons shall be Members; provided however, that only one vote shall be cast with respect to any one Unit or Parcel. No person other than an Owner may be a Class A Member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the Unit or Parcel to which it is appurtenant.

Section 3. Class B Membership: The Declarant shall be a Class B Member of the Association. The Class B membership shall terminate and be converted to Class A membership upon the happening of either of the following, whichever occurs first:

- (a) The total votes outstanding in Class A membership equals one hundred percent (100%) of the total votes outstanding of Class A and Class B membership combined; or
- (b) At Turnover, as defined in the Declaration.

Upon termination of Class B membership, all provision of the Declaration, Articles, or By-Laws referring to Class B membership shall be without further force or effect.

ARTICLE V

Voting Rights

Section 1. Class A Voting: All Class A Members shall be entitled to one (1) vote for each Unit or Parcel owned. If more than one (1) person holds record title to a Unit or Parcel, there shall be only one vote cast with respect to such Unit or Parcel, exercised as the Owners determine among themselves.

Section 2. Class B Voting: The Class "B" Member shall be entitled to appoint all members of the Board and all Association officers prior to Turnover. The Class "B" Member shall have two times the number of votes held collectively by all Class "A" Members, plus one vote.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

<u>Name</u>	<u>Address</u>
Meir Alice	3443 Pine Ridge Road Naples, Florida 34109-3884
Uri Aliav	3443 Pine Ridge Road Naples, Florida 34109-3884
Aviel Alias	3443 Pine Ridge Road Naples, Florida 34109-3884

ARTICLE VII

Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the Members of the Association.

ARTICLE VIII

Indemnification

Every Director and every Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or Member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance, or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve 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, Officer or Member serving the Association may be entitled.

ARTICLE IX

By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Members, by an affirmative vote of a majority of all the Members present in person or by proxy.

ARTICLE X

Dissolution

The Association may be dissolved upon written assent signed by Members holding not less than one hundred percent (100%) of the total number of votes of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XI
Term

The term of the Association shall be perpetual.

ARTICLE XII
Amendments

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

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of Class A Members, without approval in writing by all Members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIII
General

Unless otherwise defined in these Articles of Incorporation, defined terms contained in these Articles, as indicated by initial capitalization, shall have the meaning ascribed to them in the Declaration and Bylaws. Any conflict between these Articles and the Declaration shall be governed by such Declaration, and any conflict between these Articles and the By-Laws shall be governed by such By-Laws.

ARTICLE XIV
Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

William J. Dempsey, Esquire
Cheffy Passidomo Wilson & Johnson, LLP
821 Fifth Avenue South
Naples, Florida 34102

ARTICLE XV
Registered Agent

The initial registered office of the Association shall be William J. Dempsey, Esq., Cheffy, Passidomo, Wilson & Johnson LLP, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

The initial registered agent at said address shall be William J. Dempsey, Esq.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 16 day of November, 2007.

By: [Signature]
Name: William J. Dempsey
Its: Incorporator

STATE OF FLORIDA

COUNTY OF Collier

: SS

The foregoing instrument was acknowledged before me, this 16 day of November, 2007, by William J. Dempsey, Incorporator of Villages at Old Cypress Master Association, Inc., a Florida not-for-profit corporation, for and on behalf of said corporation.



Maria Francesca Passeri
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Villages at Old Cypress Master Association, Inc., a Florida not-for-profit corporation, 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 provisions of the laws of the State of Florida, relative to keeping open said office.

[Signature]
William J. Dempsey, Esq.

Date

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11/16/07