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**FLORIDA PROFIT/NON PROFIT CORPORATION
CAPPELLO II AT VENETIAN GOLF & RIVER CLUB CONDOMINIUM**

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**ARTICLES OF INCORPORATION
OF
CAPPELLO II AT VENETIAN GOLF & RIVER CLUB CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a Condominium Association not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME; DEFINITIONS

The name of the Condominium Association shall be Cappello II at Venetian Golf & River Club Condominium Association, Inc. ("Condominium Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for Cappello II at Venetian Golf & River Club, A Condominium ("Declaration"), unless otherwise provided to the contrary.

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Condominium Association is organized is to provide an entity for the operation and governance of Cappello II at Venetian Golf & River Club, A Condominium (the "Condominium"), located upon lands in Sarasota County, Florida, said property being described in the recorded Declaration.

The Condominium Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Condominium Association shall have all of the common-law and statutory powers of a Condominium Association not-for-profit which are not in conflict with the terms of these Articles.

The Condominium Association shall have all of the powers and duties contemplated in the Declaration of Condominium and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the Bylaws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Condominium.

(c) To maintain, repair, replace and operate the Condominium Property.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

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- (f) To make and amend reasonable rules and regulations.
- (g) To perform such functions as may be specified in the Declaration of Condominium and the Bylaws.
- (h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Condominium Association and any Rules and Regulations.
- (i) To employ personnel to perform the services required for proper operation of the Condominium.
- (j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration of Condominium.
- (k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.
- (l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.
- (m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.
- (n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Condominium Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Condominium Association for such purposes. The Condominium Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Condominium Association.
- (o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

ARTICLE III. DEVELOPER

WCI COMMUNITIES, LLC, a limited liability company organized under the laws of Delaware, shall make and declare or has made and declared a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as Cappello II at Venetian Golf & River Club, A Condominium.

ARTICLE IV. TERM

The term for which this Condominium Association shall exist shall be perpetual.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of this Condominium Association is as follows:

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Nicole Marginian Swartz
WCI Communities, LLC
24301 Walden Center Drive
Bonita Springs, FL 34134

ARTICLE VI. OFFICERS

The officers of the Condominium Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Condominium Association shall be elected for a term of 1 year (unless otherwise provided in the Bylaws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the Bylaws of the Condominium Association.

The names of the persons who shall serve as the first officers are:

David Caldwell, President
Barry Ernst, Vice-President /Secretary
Samantha Sheffield, Treasurer

ARTICLE VII. DIRECTORS

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

David Caldwell	24301 Walden Center Drive Bonita Springs, FL 34134
Barry Ernst	24301 Walden Center Drive Bonita Springs, FL 34134
Samantha Sheffield	24301 Walden Center Drive Bonita Springs, FL 34134

ARTICLE VIII. BYLAWS

The initial Bylaws of the Condominium Association shall be attached as an exhibit to the Declaration of Condominium for the Condominium and shall be adopted by the first Board of Directors.

ARTICLE IX. MEMBERS

Membership in the Condominium Association shall automatically consist of and be limited to all of the record owners of units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Condominium Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Condominium Association. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

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(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Association.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the condominium documents without the written consent of the Developer.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Condominium Association shall 24301 Walden Center Drive, Bonita Springs, Florida 34134, or at such other place or places as may be designated from time to time.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Condominium Association and the name of the initial registered agent at that address are:

Vivien N. Hastings
24301 Walden Center Drive
Bonita Springs, Florida 34134

ARTICLE XIII. INDEMNIFICATION

The Condominium Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Condominium Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 14 day of April, 2014.



Nicole Marginian Swartz, Incorporator

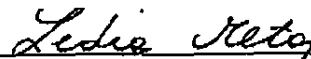
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14th day of April, 2014, by Nicole Marginian Swartz, being known to me to be the person who executed the foregoing Articles of Incorporation of Cappello II at Venetian Golf & River Club Condominium Association, Inc. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)





(Signature)
Name: LEDIA METAJ

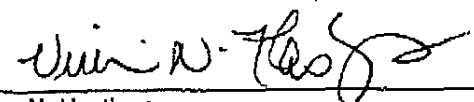
(Legibly Printed)
Notary Public, State of Florida

FF 051798

(Commission Number, if any)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Cappello II at Venetian Golf & River Club Condominium Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.



Vivien N. Hastings

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