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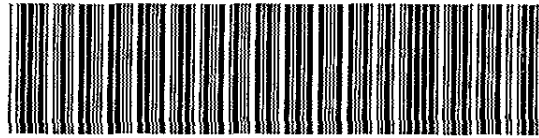
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February 16, 2004

Division of Corporations
Amendments Section
Post Office Box 6327
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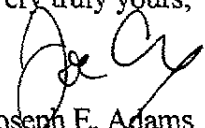
Re: The Heron Master Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association, as well as check number 16349 in the amount of \$35.00 to cover the cost of filing. Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Thank you for your attention to this matter.

Very truly yours,


Joseph E. Adams
For the Firm

JEA/adc
Enclosure (as stated)
229895_1.DOC

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EXHIBIT "D"

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION FEB 20 AM 10:02

OF THE HERON MASTER ASSOCIATION, INC. COUNTY OF STATE
ALLAHASSEE, FLORIDA

(A Corporation Not for Profit)

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT

ARTICLE I

Name

The name of this corporation is THE HERON MASTER ASSOCIATION, INC.

ARTICLE II

Purposes

The general nature of the objects and purposes of this corporation shall be the enforcement entity responsible for the common areas, roadway and utility easements in a development known as THE HERON COACH HOUSES constructed on lands described in Exhibit A, responsible not only for enforcement but for maintenance and improvements and other objects and purposes as might be appropriate under these Articles and the Declaration of Covenants and Restrictions for The Heron Coach Houses, a Development consisting of Separate Condominiums, specifically The Heron Coach Houses Condominium and Heron Coach House Villas Condominium.

ARTICLE III

Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers and the owners of any unit in the Development shall be members of The Heron Coach Houses Master Association, Inc.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually or until such time as the need for this corporation no longer exists.

ARTICLE V

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The officers shall be appointed as provided in the Bylaws.

ARTICLE VI

Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors unless changed by the Bylaws.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall hold office in accordance with the Bylaws.

ARTICLE VII

Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded as set forth therein.

ARTICLE VIII

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given of intention to submit such amendments.

ARTICLE IX

Location

The street address of the Association shall be such location within Lee County as may from time to time be determined by the Board of Directors.

ARTICLE X

Nonprofit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

ARTICLE XI

Dues

The amount of the dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XII

Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIII

Meetings

Section 1. The annual meeting shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIV

Distribution of Assets upon Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under applicable provisions of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

223731_5.DOC

EXHIBIT "A"
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

DESCRIPTION: Resubdivision of Tracts J,K,L, Part of Tract N & Part of Spotted Fawn Court, The Oaks Unit One

A tract of land lying in the East Half (E.½) of the Southeast Quarter (S.E.¼) of Section 2, Township 46 South, Range 24 East, Lee County, Florida being more particularly described as follows:

Commencing at the Southwest corner of the East half (E.½) of the Southeast Quarter (S.E.¼) of said Section 2; thence run N.00°25'23"W. along the West line of the East Half (E.½) of the Southeast Quarter (S.E.¼) for 1475.56 feet; thence run S.86°31'41"E. for 242.89 feet to the point of beginning; thence run N.05°43'48"W. for 148.19 feet; thence run N.09°28'50"E. for 236.18 feet; thence run N.26°39'45"W. for 117.18 feet; thence run N.21°04'11"W. for 110.29 feet; thence run N.50°59'50"E. for 125.63 feet; thence run N.13°45'10"W. for 105.89 feet; thence run N.54°05'37"W. for 87.85 feet; thence run N.00°28'20"W. for 330.81 feet; thence run N.89°01'32"E. for 367.54 feet to a point on the Westerly right-of-way line of Forest Oaks Drive; thence run Southeasterly along said right-of-way line for 179.80 feet on the arc of a curve concave Easterly having a radius of 500.10 feet (chord bearing S.12°19'33"E., chord distance of 178.84 feet) to a point of tangency; thence run S.22°37'33"E. along said right-of-way for 63.48 feet; thence run Southeasterly along said right-of-way for 141.37 feet on the arc of a curve concave Northeasterly having a radius of 90.00 feet (chord bearing S.67°37'33"E., chord distance of 127.28 feet) to a point of cusp; thence run S.67°22'27"W. for 53.83 feet; thence run S.08°15'35"W. for 681.81 feet; thence run S.37°09'43"W. for 241.57 feet; thence run N.86°31'41"W. for 185.00 feet to the point of beginning.

Said parcel being a Replat of Tracts J,K,L, Part of Tract N & Part of Spotted Fawn Court as recorded in Plat Book 37 at Page 54.

Tract herein described contains 9.99± acres.

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is The Heron Master Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 20th day of January, 2004.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

THE HERON MASTER
ASSOCIATION, INC.

Linda Hancock
Signature
LINDA HANCOCK
Printed Name

BY:

Charles Hornell
Charles Hornell, President

Date: _____

(CORPORATE SEAL)

Wayne P. DeYorg
Signature
Wayne P. DeYorg
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 2 day of FEBRUARY, 2004 by Charles Hornell as President of The Heron Master Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.

Mary I Davis
Notary Public

MARY I DAVIS
Printed Name

My commission expires: 5-10-04

