

CORPORATION INFORMATION
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REFERENCE : 555125 4134B

AUTHORIZATION :

Patricia Pizeto

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ORDER DATE : March 8, 1995

ORDER TIME : 10:08 AM

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ORDER NO. : 555125

CUSTOMER NO: 4134B

CUSTOMER: Ms. Helen Brock Ford
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

N95000001087

NAME: SOUTH SHORE VILLAS PROPERTY
OWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF STATE TAXING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS :

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TALLAHASSEE, FL
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CLERK
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION

FOR

SOUTH SHORE VILLAS PROPERTY OWNERS ASSOCIATION, INC.

(A Corporation Not-For-Profit)

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and to that end, by these Articles, set forth:

ARTICLE I

Name and Principal Office

The name of the corporation shall be SOUTH SHORE VILLAS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The initial principal office of the Association shall be located at 5551 Ridgewood Drive, Suite 201, Naples, Florida 33963, attention: Mary A. Marnell.

ARTICLE II

Purposes

The Association is organized to establish an association of the owners of units in South Shore Villas. This Association shall have the following specific purposes:

1. To provide for maintenance of areas and structures as may be placed under the jurisdiction of the Association by means of a Declaration of Master Covenants, Conditions and Restrictions for South Shore Villas (hereinafter the "Declaration") to be recorded in the Public Records in Collier County, Florida. All terms used herein which are defined in the Declaration shall have the meaning herein as therein.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of the Association by means of the Declaration.
3. To promote the health, safety and welfare of the residents of South Shore Villas.

4. To enforce the provisions of the Declaration, which the Association has the responsibility to enforce.

ARTICLE III
Powers and Duties

The Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration. The Association shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration.

2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration and to pay all expenses in connection therewith.

3. To acquire (by any lawful means), to own, hold, improve, construct upon, operate, maintain, replace, and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.

4. To pay all office and other expenses incident to the conduct of the business of the Association, including all insurance premiums, salaries, rents, licenses, taxes for governmental charges levied or imposed against the property of the Association.

5. To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property, including any lien

rights it may have, as security for money borrowed or debts incurred.

6. To participate in mergers and consolidations with other non-profit associations organized for the same or similar purposes or to annex additional property and common areas.

7. To make, amend, or rescind regulations and By-Laws for the Association and to provide penalties for the violation of any such regulations and By-Laws.

8. To contract for the maintenance of such facilities and common areas as may be placed under the jurisdiction of this Association either by the Declaration or by resolution adopted by the Association's Board of Directors.

9. To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest of the Association and of its members and to carry out the purposes of the Association.

ARTICLE IV

Prohibition Against Issuance of Stock and Distribution of Income

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its members, directors or officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provision of these Articles and the By-Laws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members or from making any payments or distributions to members of monies or properties permitted by Section 617.011, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its directors, officers and members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association and may pay compensation in a reasonable amount

to its directors, officers and members for actual services rendered to the Association as authorized and approved by the Board of Directors.

ARTICLE V
Membership

The members of the Association shall be Heritage Naples Acquisition, Inc., a Florida corporation, or the person or entity who is assigned the rights of Heritage Naples Acquisition, Inc., as Declarant under the Declaration (also referred to as "Developer"), and the record owner of each dwelling unit in South Shore Villas which is subject to assessment by the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land, which may include different classes of membership.

ARTICLE VI
Voting Rights

The Association shall have two (2) classes of voting memberships:

1. Class A. Class A members shall be all owners of Lots. Each Class A Member shall have one (1) vote for each Lot owned by such Member.

2. Class B. There shall be one (1) Class B member, the Declarant or its assigns. The Class B member shall have one (1) vote for each Lot subject to the Declaration, plus one (1).

The By-Laws may establish procedures for voting when title to a Lot is held in the name of a corporation or more than one (1) person or entity.

The Class B membership shall cease and convert to Class A membership, upon the occurrence of the first to occur of the following events:

1. When the Declarant no longer owns any land in South Shore Villas for development or for sale in the ordinary course of business; or

2. At any time that the Declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership.

ARTICLE VII
Board of Directors

1. The affairs of the Association will be managed by a Board of Directors whose members shall be designated as Directors of the Association. The number of Directors may be increased or decreased by a majority vote of the Members at a duly notice meeting, but in no case shall be less than three nor more than five. The initial Directors of the Association shall be appointed by the Developer, and the Developer shall continue to appoint all of the Directors until transfer of Association control to the Members other than Developer.

2. Any vacancies in the Board of Directors shall be appointed by the Developer if the Developer still maintains control of the Association; or be elected by the Members if the Developer has transferred control of the Association.

3. Not more than 60 days after the time that Members other than the Developer elect a majority of the members of the Board of Directors of the Association, the Developer shall transfer control of the Association and the Members shall accept control.

4. The initial Board of Directors shall consist of three (3) directors appointed by the Developer. The names and addresses of the initial directors are:

- A. Stephen J. Taglione
c/o Heritage Naples Acquisition, Inc.
31275 Northwestern Highway, Suite 111
Farmington Hills, MI 48334

B. George Rice
c/o Heritage Naples Acquisition, Inc.
5167 Harrogate Court
Naples, FL 33962

C. Pauline Perry
c/o Heritage Naples Acquisition, Inc.
5167 Harrogate Court
Naples, FL 33962

Unless contrary provisions are made by law, each director's term of office shall be for one (1) year, provided that all directors shall continue in office until their successors are duly elected or appointed, and installed. Directors may serve successive annual terms without limitation.

A majority of the directors shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the Board of Directors of the Association may be held inside or outside the State of Florida.

ARTICLE VIII Officers

The Board of Directors may elect officers from among its members. The officers of the Association shall be the President, a Secretary/Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the By-Laws. The initial officers of the Association who are to serve until their successors are elected or appointed as provided in the By-Laws are as follows:

- A. Steve Taglione, President
c/o Heritage Naples Acquisition, Inc.
31275 Northwestern Highway, Suite 111
Farmington Hills, MI 48334

- B. George Rice , Vice President/Treasurer
c/o Heritage Naples Acquisition, Inc.
5167 Harrogate Court
Naples, FL 33962

- C. Pauline Perry, Secretary
c/o Heritage Naples Acquisition, Inc.
5167 Harrogate Court
Naples, FL 33962

ARTICLE IX
Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or any settlement or any proceeding to which he or she may be a part or may become involved by reason of being or having been a director or officer of the Association, whether or not such person is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance or malfeasance in the performance of duties; and provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X
By-Laws

The original By-Laws of the Association shall be adopted by a majority vote of the directors. Thereafter, the By-Laws may be

South Shore Allied Inc. in
Articles of Incorporation

altered, amended or rescinded only in the manner provided for in the By-Laws.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended from time to time, in the following manner:

1. Amendments to these Articles may be proposed by the Board, acting upon vote of majority of the Directors, or by Members holding 20% of the votes of the Association whether meeting as Members or by instrument in writing signed by them.

2. Upon any amendment or amendments to these Articles being proposed by the Board or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or acting Chief Executive Officer in the absence of the President, who shall thereupon call a special meeting of the Members for a date not sooner than ten (10) days or later than thirty (30) days from receipt by such officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each Member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the Members is required as set forth in the By-Laws; provided, that proposed amendments to the Articles may be considered and voted upon at annual meetings of the Members.

3. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of Members holding three-fourths (3/4) of the votes in the Association. Thereupon, such amendment or amendments to these Articles shall be transcribed and certified by the President and Secretary of the Association.

4. Any proposal to amend the classes of membership shall require:

A. The consent of the Class B member; and

B. The affirmative vote of at least three-fourths (3/4) of the Class A membership.

ARTICLE XII
Terms of Existence

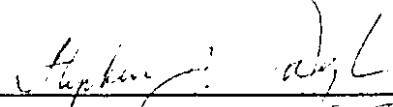
The Association shall have perpetual existence.

ARTICLE XIII
Registered Agent and Registered Office

The initial registered agent for this Association shall be Mary A. Marnell, and the registered office shall be located at 5551 Ridgewood Drive, Suite 201, Naples, Florida 33963.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 6th day of FEBRUARY, 1995.

Heritage Naples Acquisition, Inc.
a Florida corporation

By: 
Print Name: STEPHEN J. PUGLIONE
Its: PRESIDENT

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEPHEN J. PUGLIONE, as PRESIDENT of Heritage Naples Acquisition, Inc., incorporator, and upon being sworn stated

South Shore Villas, Inc.
Articles of Incorporation

that he signed and executed the foregoing Articles of Incorporation
for the uses and purposes therein set forth.

WITNESS my hand and official seal at Naples, Florida, on this
6th day of February, 1995.



Leanne FARMOSA
Notary Public
LEANNE FARMOSA
Printed Name of Notary Public
Commission #: CC 388397
My Commission expires:

885450A.ART

South Shore Villas POA, Inc.
Articles of Incorporation

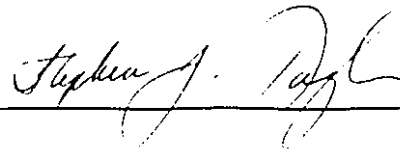
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED
95 MAR -8 PM 12 24


In compliance with Florida Statutes Sections 48.091, 617.023,
and 607.034, the following is submitted:

SOUTH SHORE VILLAS PROPERTY OWNERS ASSOCIATION, INC.

desiring to organize as a corporation under the laws of the State
of Florida, has designated 5551 Ridgewood Drive, Suite 201, Naples,
Florida 33963, as its initial Registered Office, and has named Mary
A. Marnell, located at said address, as its initial Registered
Agent.



Having been named Registered Agent for the above stated
corporation, at the designated registered office, the undersigned
is familiar with and accepts the obligations of said appointment,
and agrees to comply with the provisions of Florida Statutes
Section 48.091, 617.0501, and 607.0501 relative to keeping open
said office.



Mary A. Marnell
Registered Agent