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MORRISON & CONROY
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
875 SIXTH AVENUE SOUTH
NAPLES, FLORIDA 33940
(811) 648-5800

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELEPHONE (811) 648-0140

April 2, 1996

Secretary of State
The Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/04/96--01058--014
****122.50, ****122.50

Re: Articles of Incorporation of Lalique Commons
Association, Inc.
Our File No. 6062.01

Dear Sir/Madam:

Enclosed please find the original and one copy of the
Articles of Incorporation for the above-referenced transaction.
Also enclosed is a check in the amount of \$122.50 to cover the
following costs:

1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$122.50

Should you have any questions, please feel free to call.
Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.

Diane Whitacre
Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC/aw
Encl.

4-10-96
TD

**ARTICLES OF INCORPORATION
OF
LALIQUE COMMONS ASSOCIATION, INC.**

96 MAR 14 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by LALIQUE DEVELOPERS, INC., a Florida corporation (hereinafter the "Corporation"), as sole incorporator, whose address is 2375 Tamiami Trail North, Suite 208, Naples, Florida 33940, for the purposes set forth below.

ARTICLE I: NAME

The name of the Corporation is LALIQUE COMMONS ASSOCIATION, INC., and its address is 2375 Tamiami Trail North, Suite 208, Naples, Florida 33940.

ARTICLE II: PURPOSE AND POWERS

The purposes for which the Corporation is organized are:

1. To provide an entity for the ownership, maintenance and operation of certain structures, infrastructures, areas and recreational and common facilities for the Lalique Complex, located in the Vineyards, Naples, Collier County, Florida.
2. To regulate the use of all of the areas and structures placed under the jurisdiction of this Corporation.
3. To enforce the Rules and Regulations of Lalique Commons Association, Inc.

ARTICLE III: NON-STOCK, NON-PROFIT

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the members of the Corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE IV: POWERS

For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the Bylaws, including without limitation the following:

1. To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain, including the land described more particularly described in the Declaration of Condominium of Lalique.

2. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon lands owned by the Corporation and upon lands which the Corporation is responsible to maintain, including, without limitation, swimming pools, structures, infrastructures, bathhouse, common roads and streets, garages and parking areas (both covered, if any, and not covered) and other structures for the use of the Corporation's members.

3. To landscape all lands owned by the Corporation, and all lands which the Corporation is responsible to maintain, and to contribute to the artistic and architectural building and construction standards of all lands owned or maintained by the Corporation, and all buildings and improvements situate, lying and being within that area of Collier County, Florida, more particularly described in the Declaration of Condominium of Lalique.

4. To make available to the members of the Corporation, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the members.

5. To assess against the members of the Corporation, fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set forth herein and in the Bylaws of the Corporation, and such other purposes as may be allowed by law.

6. To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount, 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 evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation, whether at the time owned or thereafter acquired.

7. To participate in mergers and consolidations with other non-profit corporations organized for the operation of property within the Lalique Complex, or annex additional property and Common Area.

8. To grant easements upon and across Corporation property for ingress and egress; utilities; and grant easements of support, airspace, and for encroachments for condominium buildings to be constructed upon Corporation property, golf cart paths, the playing of golf and such other purposes as the Association deems necessary.

ARTICLE V: MEMBERSHIP AND VOTING RIGHTS

The members of this Corporation shall be all record title owners of residential living units located within the Lalique Complex.

Whenever a vote of the members is required, each member Association shall be entitled to one vote in Corporation matters for each residential living unit within that Association. The manner of exercising voting rights shall be as set forth in the Bylaws.

The share of a member in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the residential living unit owned by the member.

ARTICLE VI: DIRECTORS AND OFFICERS

The affairs of the Corporation shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors may be, but do not have to be, officers or directors of their respective Associations.

Directors shall be appointed or elected by the Condominium or Homeowners' Associations 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.

The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its annual organizational meeting and shall serve at the pleasure of the Board.

ARTICLE VII: TERM

The term of the Corporation shall be perpetual.

ARTICLE VIII: BYLAWS

The Bylaws of the Corporation shall be the Bylaws as originally adopted by the Corporation as they may be amended from time to time. The Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be altered or amended at any regular or special meeting of the members, provided that: (1) written notice of the meeting is given in the manner provided for in the Bylaws, and the notice contains the full text of the proposed alteration or amendment; and (2) the proposed alteration or amendment is approved by the affirmative vote of at least a majority of the voting interests.

No amendment of these Articles or of the Bylaws shall be effective to change the voting rights of any member, or to change the proportion or percentage by which a member shares the expenses of the Corporation.

An amendment shall become effective after filing with the Secretary of State and after being recorded in the Public Records of Collier County, Florida. For recording purposes, the amendment shall be attached to a certificate executed by the officers of the Corporation with the formalities of a deed. The certificate must identify the book and page of the Public Records where each Declaration of Condominium for all condominiums in the Lalique Complex are kept.

ARTICLE X: DIRECTORS

The Directors of the Association shall be:

Michael Kessous
2375 Tamiami Trail North, Suite 208
Naples, Florida 33940

Patricia Stevens
2375 Tamiami Trail North, Suite 208
Naples, Florida 33940

Shirley Bowersoch
2375 Tamiami Trail North, Suite 208
Naples, Florida 33940

ARTICLE XI: REGISTERED AGENT

The registered office of the Association shall be at:

975 Sixth Avenue South
Naples, Florida 33940

The registered agent at said address shall be:

J. Thomas Conroy, III

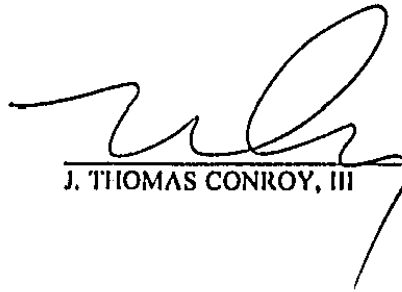
ARTICLE XII: INDEMNIFICATION

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys 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 Corporation. 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:

1. Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
2. 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 his action was lawful.
3. A transaction from which the Director or officer derived an improper personal benefit.
4. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Corporation.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LALIQUE COMMONS 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 laws of the State of Florida in keeping open said office.



J. THOMAS CONROY, III

Conroy:alliquecommonsArticles

FILED
95 APR -11 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000001915

DONNA M. MORE

Attorney At Law
98 Vineyards Boulevard
Naples, Florida 34119

(941) 353-1973
FAX (941) 455-5057

Also Member of Pennsylvania
and New Jersey Bars

FILED
97 MAR 12 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 11, 1997

FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 East Gaines
Tallahassee, Florida 32399

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-03/12/97--01085--003
*****52.50 *****52.50

Attention: Amendment Section

Re: Dissolution - Lallique Commons Association, Inc.

Ladies/Gentlemen:

In compliance with Section 607-1401 of the Florida Statutes, enclosed please find the Articles of Dissolution of Lallique Commons Association, which has been executed by the President/Director and notarized on February 25, 1997.

Also enclosed is check #20145 in the amount of \$35.00, made payable to the Department of State, which represents payment of the filing fee for said Articles of Dissolution and check #20146 in the amount of \$52.50, made payable to the Department of State, which represents payment for a certified copy of the Dissolution.

Thank you for your prompt attention to this matter.

Very truly yours,


Donna M. More

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enclosures
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ARTICLES OF DISSOLUTION
OF
LALIQUE COMMONS ASSOCIATION, INC.

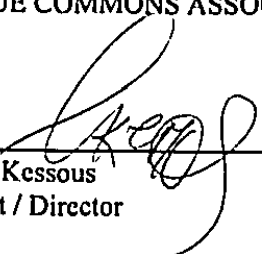
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97 MAR 12 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1401 of the Business Corporation Act of Florida, the undersigned Corporation adopts these Articles of Dissolution.

- FIRST: The name of the Corporation is LALIQUE COMMONS ASSOCIATION, INC.
- SECOND: The Corporation's articles of incorporation were filed on April 4, 1996.
- THIRD: None of the shares of the Corporation have been issued and the Corporation has not commenced business.
- FOURTH: The Corporation has no unpaid debts.
- FIFTH: A majority of the directors have authorized the dissolution of the Corporation.

LALIQUE COMMONS ASSOCIATION,
INC.

Dated: 2-25-97



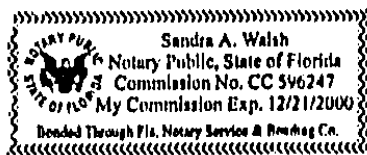
Michael Kessous
President / Director

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25th day of February, 1997 by

MICHAEL KESSOUS, as President of LALIQUE COMMONS 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 (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.



Sandra A. Walsh
Signature
Sandra A. Walsh
(Type or print Name of Acknowledger)
Notary
(Title or Rank)
CC 546247
(Serial Number, if any)

Condo/Lalique Dissolution