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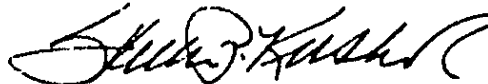
Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation
Cross Creek Estates Homeowners Association VII, Inc.

Gentlemen:

Enclosed herewith please find two originally executed Articles of Incorporation for CROSS CREEK ESTATES HOMEOWNERS ASSOCIATION VII, INC., together with my check in the amount of \$122.50, representing the filing fee. If you have any questions or require additional information, please feel free to call me.

Very truly yours,



Steven P. Kushner
Attorney at Law

SPK:cal

Enclosures

cc: [unclear]

ARTICLES OF INCORPORATION
OF
CROSS CREEK ESTATES HOMEOWNERS ASSOCIATION VII, INC.
(A NON-PROFIT FLORIDA CORPORATION)

WE, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is CROSS CREEK ESTATES HOMEOWNERS ASSOCIATION VII, INC. and the address of the principal office and the registered agent is the same, 10491 Six Mile Cypress Parkway, Suite 101, Fort Myers, Florida 33912.

ARTICLE II

The specific primary purposes for which this corporation is organized are to provide for maintenance, preservation and architectural control of the residential units and common elements within a certain tract of real property described on the Exhibit A to the Declaration, and to promote the health, safety and welfare of the residents within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the corporation shall have the power to

a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions (the Declaration) applicable to the development and to be recorded in the Public Records of Lee County, Florida.

EXHIBIT "B"

b) Assess, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

c) Acquire (by gift, purchase or otherwise), own, hold and improve, building upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

d) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of each class of members, mortgage, pledge, convey by deed of trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

e) Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer, however, this provision does not pertain to the period during Developer control.

f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or

common elements, provided that any merger or consolidation shall have the assent by vote or written instrument of two-thirds (2/3) of each voting class of members

g) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual

ARTICLE V

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Carolyn Jeffries	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Darin McMurray	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Alan R. Burns	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors who shall be elected in the manner as set forth in the Bylaws, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the members

ARTICLE VII

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
Carolyn Jeffries	President
Darin McMurray	Vice President
Alan R. Burns	Secretary/Treasurer

ARTICLE VIII

The number of persons constituting the first Board of Directors of the Association shall be three (3) and thereafter the membership shall consist of not more than five (5), and

the names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Carolyn Jeffries	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Darin McMurray	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912
Alan R. Burns	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912

ARTICLE IX

The ByLaws of the Association may be made, altered or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present in person or by proxy at such meeting, except that the initial ByLaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of voting members existing at the time of such meeting, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while a Class B membership exists.

ARTICLE XI

The Association shall have two (2) classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of Declarant, as such term is defined in the Declaration, and shall be entitled to one vote for each unit owned. When more than one (1) person holds an interest in any unit, all such persons shall be members. The vote of such unit shall be exercised as such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any unit owned by Class A members.

Class B. Class B member shall be the Declarant, as such term is defined in the Declaration, who shall be entitled to nine (9) votes for each unit owned. The Class B membership shall cease and be converted to Class A membership when Declarant does not hold any Lots or Living Units or sale in the ordinary course of business.

ARTICLE XII

On dissolution the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE XIII

The initial registered agent of the corporation shall be ALAN R. BURNS, and the initial registered address of the corporation shall be 10491 Six Mile Cypress Parkway, Suite 101, Fort Myers, Florida 33912.

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity, and I further agree to comply with the provision of said Act relative to keeping open said office.



ALAN R. BURNS, REGISTERED AGENT

ARTICLE XIV

The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XV

Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation this 29th day of May, 1996.

Witnesses:

Barbara J. Upton
BARBARA J. UPTON
(Type or print name)

Barbara J. Upton
BARBARA J. UPTON
(Type or print name)

Barbara J. Upton
BARBARA J. UPTON
(Type or print name)

Carolyn Jeffries
Carolyn Jeffries

Darin McMurray
Darin McMurray

Alan R. Burns
Alan R. Burns

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29 day of MAY,
1996, by Carolyn Jeffries, Darin McMurray, and Alan R. Burns, subscribers to these
Articles of Incorporation, on behalf of the corporation. They are personally known to me
and did take an oath.

Gail P. Shaw
Notary Public
Name: GAIL P. SHAW
Certificate No. or
Serial No. _____

(SEAL.)

My Commission Expires:



GAIL P SHAW
My Commission CC503515
Expires Oct 19, 1999