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PROFESSIONAL
FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 050715 7103152

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : August 12, 1996

ORDER TIME : 3:14 PM

ORDER NO. : 050715

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 33940-3556

DOMESTIC FILING

NAME: CLASSIC & ANTIQUE RESTORERS
SQUARE II ("CARS II")
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

RECEIVED
96 AUG 12 PM 4:10
DIVISION OF CORPORATION

96 AUG 12 PM 9:16
DIVISION OF CORPORATION

*OK per
BE 8/13/96*

CP 8/13/96

GOODLETTE, COLEMAN & JOHNSON, P.A.

ATTORNEYS AT LAW

KEVIN G. COLEMAN
J. DUDLEY GOODLETTE
REAL ESTATE ATTORNEYS
KENNETH R. JOHNSON

HAROLD J. WEBER, III

NORTHERN TRUST BANK BUILDING
4001 TAMiami TRAIL NORTH, SUITE 300
NAPLES, FLORIDA 33940-3556
(941) 435-3535
(941) 435-1218 FACSIMILE

April 15, 1996

VIA HAND DELIVERY

Ms. Kathy Hyman
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL32314

Re: Classic & Antique Restorers Square II ("CARS II") Condominium Association, Inc.

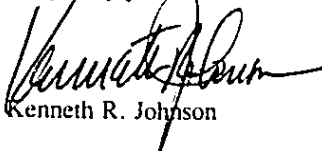
Dear Ms. Hyman:

Confirming my telephone conversation with you and your supervisor, as the incorporator and legal counsel for the referenced corporation, I confirm that the acronym "CARS II" is not being used as a fictitious name but rather is an integral part of the referenced corporate name, *i.e.*, the clients intend to use the complete name of **CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM ASSOCIATION, INC.** as the name of their condominium association.

It is my understanding, based on our conversation with you and your supervisor, that the referenced filing will now be accepted based on this letter of confirmation regarding usage of the name.

Thank you for your assistance.

Very truly yours,


Kenneth R. Johnson

Enclosures as stated

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APR 12 PM 3:16

ARTICLES OF INCORPORATION

FOR

CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II")

CONDOMINIUM ASSOCIATION, INC.

FILED
CLERK OF STATE
OFFICE OF REGISTRATIONS

96 AUG 12 AM 9:15

The undersigned incorporator executes this instrument for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

1.01 The name of this corporation is CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM ASSOCIATION, INC., located at 4585 Progress Avenue, #3, Naples, FL 33942.

ARTICLE II
TERM

2.01 The term of this corporation shall commence as of the date of the filing of these Articles with the Secretary of State of Florida.

2.02 This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

3.01 This corporation is organized for the purpose of providing an entity for the use and operation of condominium units located within the condominium known as CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM, a Condominium, located in Collier County, Florida.

ARTICLE IV
DEFINITION

4.01 "Association" means CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM ASSOCIATION, INC.

4.02 "Bylaws" means the Bylaws of CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM ASSOCIATION, INC.

4.03 "Condominium" means CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM, a Condominium according to the Declaration thereof recorded in the Public Records of Collier County, Florida.

4.04 "Declaration" means the Declaration of Condominium for CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM, a Condominium as recorded in the Official Records of Collier County, Florida.

ARTICLE V

POWERS

5.01 The Association shall have all of the powers of a corporation not-for-profit which are not in conflict with the provisions of these Articles or prohibited by law. Such powers shall include, but not be limited to, the following:

- (a) To fix, establish, levy and collect assessments against members as owners of Units in the Condominium for the purpose of exercising its powers and carrying out its responsibilities. Assessments shall be used by the Association only for common expenses of the Association pursuant to the Declaration.
- (b) To buy, sell, trade, lease, improve and encumber property, real or personal.
- (c) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property and any other property owned or leased by the Association.
- (d) To acquire and pay for insurance on the Condominium property and for the protection of the Association and its members.
- (e) To make and amend reasonable rules and regulations for the use and appearance of Condominium property and all improvements located therein for the benefit, health, safety, welfare, and happiness of the members of the Association.
- (f) To enforce through legal means the Declaration, the Association's Bylaws, these Articles and any rule or regulation as contemplated by these Articles with respect to the Condominium.
- (g) To hire agents and employees to discharge the responsibilities of the Association to maintain the Condominium.

5.02 The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Declaration, these Articles, the Bylaws and the laws of the State of Florida.

ARTICLE VI

STOCK AND DISTRIBUTIONS

6.01 The Association shall not issue any shares of stock.

6.02 The Association shall not pay any dividends or distribute any part of the income of the Association, 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 provisions of the Declaration, these Articles and the Bylaws.

6.03 Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members in conformity with its purposes or from making any payments or distributions to members of monies or properties upon dissolution or final liquidation as permitted by Chapter 617, Florida Statutes, or a statute of similar import.

6.04 The Association may reimburse its directors, officers and members for expenses authorized and approved by the board of directors and incurred for or on behalf of the Association.

6.05 The Association 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 VII
MEMBERSHIP

- 7.01 The owners of the Units, as defined in the Declaration, shall be the Members of the Association.
- 7.02 Membership shall be appurtenant to and may not be separated from the ownership of a Unit.

ARTICLE VIII
YOUNG RIGHTS

- 8.01 The owner or owners of each Unit shall be entitled to one (1) vote which is appurtenant to ownership of the Unit.
- 8.02 In the event that two or more Members are the record owners of a Unit, then the member who shall be entitled to cast the votes for the Unit shall be determined as provided in the Bylaws.

ARTICLE IX
BOARD OF DIRECTORS

- 9.01 The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than three (3).
- 9.02 At the first meeting of the members and at each annual meeting thereafter, the members shall elect Directors for terms as set forth in the Bylaws. Directors need not be members of the Association.

ARTICLE X
OFFICERS

- 10.01 The Board of Directors shall elect the officers of the Association.
- 10.02 The Officers need not be members of the Association.
- 10.03 The officers of the Association shall be the President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board. The same person may hold two or more offices.
- 10.04 The term of each officer shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws.

ARTICLE XI
SUBSCRIBER

- 11.01 The name and address of the subscriber to these Articles of Incorporation is:
- Kenneth R. Johnson 4001 Tamiami Trail North, Suite 300
Naples, Florida 33940

ARTICLE XII
BYLAWS

12.01 The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded by resolution of the board of directors only in the manner provided for by Florida Statutes and the Bylaws.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.01 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon Directors and Officers in connection with any proceeding to which such Director or Officer may be a party, by reason of being or having been a Director or an Officer of the Association, whether or not such person is a Director or an Officer at the time such expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Association.

13.02 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 XIV
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

14.01 In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation, partnership or other legal entity shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation, partnership or other legal entity, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation, partnership or other legal entity pecuniarily or otherwise interested therein.

14.02 Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if such Director were not so interested, or were not a director, member or officer of such firm, association, corporation, partnership or other legal entity.

ARTICLE XV
DISSOLUTION

15.01 The Association may be dissolved in the following manner:

- (a) A resolution to that effect has been adopted by not less than three-fourths of the members of the Board of Directors at a meeting called at least in part for that purpose upon lawful notice, or by execution of a written instrument; and
- (b) A resolution to that effect has been adopted by all of the members at a meeting called at least in part for that purpose upon lawful notice, or by the execution of a written instrument; and

- (c) An appropriate decree has been filed as such in Chapter 617, Florida Statutes, or a statute of similar import.

ARTICLE XVI **DISPOSITION OF ASSETS UPON DISSOLUTION**

16.01 Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- (a) Real property contributed to the Association, without the receipt of other than nominal consideration, exclusive of streets and roads providing access, drainage and utility easements to adjacent lands and property dedicated to any governmental agency or utility, shall be owned by the members proportionately being equal to a fraction the numerator of which is one and the denominator of which is equal to the number of Units in the Condominium.
- (b) Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that acceptance of such dedication is refused such property shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.
- (c) Any remaining assets shall be distributed among the members subject to the limitations set forth below, as tenants in common, in the same proportions set forth in sub-paragraph (a) above.
- (d) No disposition of Association property shall be effective to divest or diminish any right or title vested in any member by a deed or other recorded instrument applicable to the Unit owned by such member unless made in accordance with provisions of such deed or instrument.
- (e) Anything herein to the contrary notwithstanding, the Association shall have the power to invest the amount of any assessments collected for the purpose of defraying the costs of deferred maintenance and capital expenditures necessary and appropriate to the purposes of the Association. In the event of dissolution, such amounts as have been set aside as reserves for deferred maintenance and capital expenditures are no longer needed for such purposes, the net earnings derived from the investment of such amounts shall be distributed to a charitable organization designated by the Board of Directors; or if such designation is not made by the Board of Directors within a reasonable time, then such designation may be made by the Chief Judge of the Circuit Court of the Twentieth Judicial Circuit of Florida.

ARTICLE XVII **AMENDMENT**

17.01 These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

- (a) Each amendment must be approved by the Members holding not less than two-thirds of the voting rights.
- (b) No amendment to these Articles shall be effective which impairs or dilutes any right or title vested in a Member under a deed or other recorded instrument applicable to any part of the Unit(s) owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIII
GENDER AND NUMBER

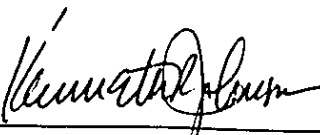
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18.01 Wherever herein used, one gender shall include all genders, and the singular shall include the plural and visa versa, as the context requires

ARTICLE XIX
REGISTERED AGENT AND REGISTERED OFFICE


19.01 The Registered Agent for this corporation shall be Kenneth R. Johnson and the Registered Office shall be located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 33940, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of Florida in accordance with law

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, this 31st day of March, 1996.


Kenneth R. Johnson

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of CLASSIC & ANTIQUE RESTORERS SQUARE II ("CARS II") CONDOMINIUM ASSOCIATION, INC., and agree to serve as its agent and to accept service of process within this State at its Registered Office, 4001 Tamiami Trail North, Suite 300, Naples, Florida 33940.


Kenneth R. Johnson

Naples, Florida
March 31, 1996