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HUMPHREY & KNOTT

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December 18, 1997

VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100002377851--6  
-12/19/97-01075-013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Restated and Amended Articles of Incorporation - T & T Water Management Association, Inc.

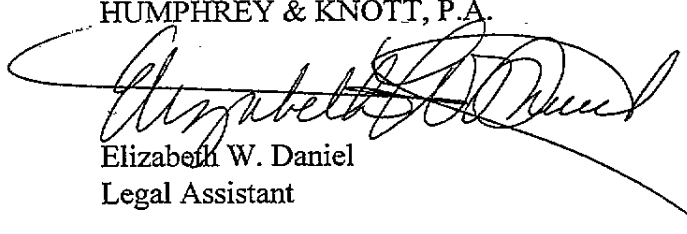
Dear Sir or Madam:

Enclosed are the Restated and Amended Articles of Incorporation for T & & Water Management Association, Inc., along with a check for \$87.50. The check should cover both the filing fee and a **certified copy of the Restated Articles** once they have been filed.

Thank you for your assistance.

Sincerely,

HUMPHREY & KNOTT, P.A.

  
Elizabeth W. Daniel  
Legal Assistant

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 19 PM 12:07

Amend. & Restated  
12-30-97  
CC

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
T&T WATER MANAGEMENT ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 19 PM 12:08

The undersigned, with the capacity to contract, hereby executes and acknowledges these Amended and Restated Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, as amended (the "Act").

**ARTICLE 1. NAME**

The name of the corporation shall be T&T Water Management Association, Inc. (the "Association") with a principal address at 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE 2. DURATION**

The period of duration of the Association shall be perpetual.

Should the Association be dissolved, the property that it owns or operates consisting of the surface water management system shall be conveyed to an appropriate agency of local government or to a similar not-for-profit corporation.

**ARTICLE 3. PURPOSE AND POWERS**

The general purposes for which the Association is organized are to: 1) engage in, conduct and carry on the business of operation of an association pursuant to Florida Statutes Chapter 617; 2) to acquire, own and operate through ownership or easements the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances for the property encompassing the Timberland and Tiburon Development of Regional Impact (DRI) pursuant to Development Order #7-8384-46, on behalf of the property owners within the DRI; 3) engage in any activities which are necessary, suitable or convenient for the accomplishment of this purpose, or incidental thereto or connected therewith; 4) to administer, enforce, and carry out the terms and provisions of the Declaration of Covenants, and Conditions, or similar document submitting property to the jurisdiction of the association; and (5) to transact any and all lawful business for which the association may be incorporated under the Act.

As used herein capitalized terms have the same meaning as such terms are defined in the Declaration of Covenants, Conditions and Restrictions for Surface Water Management of Timberland and Tiburon, a Development of Regional Impact, dated December 10, 1997 (the "Declaration") unless otherwise defined.

**ARTICLE 4. GENERAL POWERS OF THE ASSOCIATION**

In addition to the powers enumerated herein, the Association shall have the following general powers:

1. To own and convey real and/or personal property; to purchase, take, receive, lease, accept by gift, devise or bequest or otherwise acquire or deal in and with real or personal property, or any interest therein.
2. To grant and/or receive easements.
3. To dedicate, sell or transfer, all or any part of, the System or Conservation 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.
4. Operate and maintain common property, specifically the System and Conservation Areas as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.
5. Establish rules and regulations.
6. Assess members and enforce said assessments by any lawful means.
7. Sue and be sued.
8. Contract for services to provide the services for operation and maintenance of the surface water management system.
9. To have as members all property owners, lot owners, home owners or unit owners within the DRI.
10. To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, as hereafter defined, or Bylaws.
11. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law.

#### **ARTICLE 5. MEMBERSHIP**

Every Person who is the record owner of a Lot or Parcel that is subject to the Declaration shall be a member in the Association, and shall be governed and controlled by these Articles of Incorporation, said Declaration, and the Bylaws thereof. Membership shall be appurtenant to and may not be separated from such ownership. Membership excludes persons or entities holding title merely as security for the performance of an obligation.

Notwithstanding the foregoing, no governmental authority or utility company shall be deemed a member.

#### **ARTICLE 6. VOTING RIGHTS**

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

**Class A.** Class A Members shall be all Owners. Owners shall be entitled to one vote for each Lot or Parcel, or equivalent, owned by it. The number of votes allocated to each Lot or Parcel will be designated by Declarant upon conveyance. Class A Members shall be entitled to vote after relinquishment of control by Declarant as provided in Article 4.2 of the Declaration. When more than one (1) Person holds an interest in any Lot, all such Persons shall be Members, however, the vote for such Lot shall be exercised by only one of the Members. The voting Member is to be determined among themselves, but in no event shall more than one vote be cast.

**Class B.** The Class B Member shall be the Declarant. Class B shall be the sole Class entitled to vote until Declarant relinquishes control as provided in Section 4.2 of the Declaration. It will have one hundred (100) votes more than the total number of Class votes. Upon relinquishment of control by the Declarant, as provided in the Articles of Incorporation for the Association, Declarant's Class B membership shall cease and Declarant's voting rights shall be the same as all other Class A Members.

#### **ARTICLE 7. LIABILITY FOR DEBTS**

Neither the members, officers, or directors of this Association shall be liable for the debts of the Association.

#### **ARTICLE 8. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901, and the name of the registered agent of the association at such address is James T. Humphrey.

#### **ARTICLE 9. BOARD OF DIRECTORS**

The business and affairs of the Association shall be conducted, managed and controlled by the Board of Directors. The initial Board of Directors shall consist of three (3) members. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Fereydoon Rabii	Gulf Coast Realty Management Corporation Post Office Box 3258 Naples, Florida 33939-3258
Michael E. Roeder	1625 Hendry Street, Suite 301 Fort Myers, Florida 33901
Ned Dewhirst	Hole Montes & Associates, Inc. 6202 Presidential Court Suite D Fort Myers, Florida 33907

#### **ARTICLE 10. INCORPORATOR**

The name and address of the incorporator of the association is as follows:

<u>Name</u>	<u>Address</u>
James T. Humphrey	1625 Hendry Street Suite 301 Fort Myers, Florida 33901

#### **ARTICLE 11. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE ASSOCIATION**

11.1 Meetings of Members and Directors. Meetings of the members and directors of the Association may be held within the state of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors.

11.2 Contract in Which Directors have an Interest. No contract or other transaction of the Association with any engineer, accountant, attorney, planning professional or other professional, or no contract or other transaction in which the association is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another professional corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Association is hereby relieved from any liability that might otherwise arise by reason of his contracting with the association for the benefit of himself or any firm, or corporation in which he may be interested.

11.3 Internal Affairs of the Association. The affairs of the Association shall be managed by the Board of Directors. The Declarant, as the Class B Member, shall have the right to designate and appoint the directors until twelve (12) months after 100% of all of the Lots and Parcels contained within the Property and any additional lands, have been sold and conveyed or at such earlier time as the Declarant may, in its discretion, determine. After all of the Property is conveyed the Board shall consist of five (5) directors to be elected by the members in accordance with the Bylaws which Bylaws may divide the Association into two class of voting members.

#### **ARTICLE 12. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association hereby indemnifies the Officers and Directors for all acts taken on behalf of the association to the fullest extent allowed by Chapter 617 Florida Statutes, including acts performed prior to incorporation if such acts are ratified by the Board of Directors.

#### **ARTICLE 13. DISSOLUTION**

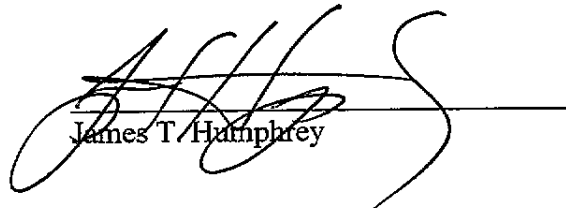
The Association may be dissolved only as provided in the Declaration, Bylaws, and by the laws of the State of Florida.

If the Association is dissolved, any property consisting of the System and Conservation Areas shall be conveyed to an appropriate unit of local government. If such property is not accepted then the surface water management system shall be dedicated to another similar non-profit corporation.

#### **ARTICLE 14. AMENDMENTS**

These Articles may be amended by a vote of the Class A Members holding sixty-seven percent (67%) thereof at such time as the Class B membership has ceased, as provided by the Florida Not-for-Profit Corporation Act, provided that no amendment: (i) shall be in conflict with the Declaration; or (ii) be effective to impair or dilute any rights of members that are governed by such Declaration. Provided further, the Declarant may unilaterally amend these Articles so long as the Class B membership continues to the extent permitted by law.

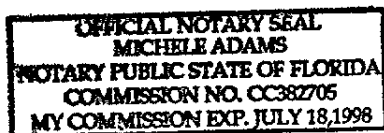
EXECUTED by the undersigned in Lee County, Florida, this 10<sup>th</sup> day of December, 1997.

  
James T. Humphrey

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF LEE     )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1997,  
by James T. Humphrey, who is personally known to me.

My Commission Expires:

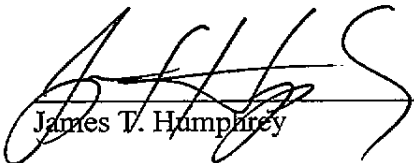


Michele Adams  
Notary Public  
MICHELE ADAMS  
Printed Name

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 Florida Statutes, the following is submitted:

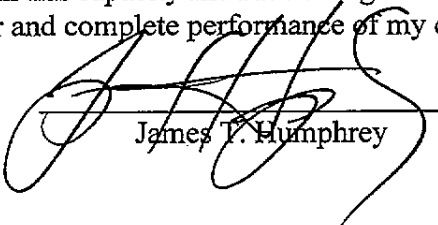
First that Water Management Association, Inc., desiring to organize or qualify under the laws of the State of Florida, has named James T. Humphrey, of Fort Myers, Florida as its agent to accept service of process within Florida.

  
James T. Humphrey

Dated: December 17, 1997

Having been named to accept service of process for the above stated association, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

December 17, 1997  
Date

  
James T. Humphrey