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December 18, 1997

VIA FEDERAL EXPRESS

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Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation - Tiburon Master Property Owners' Association, Inc.

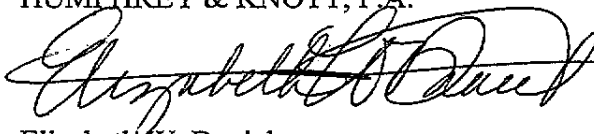
Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Tiburon Master Property Owner's Association, Inc., along with a check for \$122.50. The check should cover both the filing fee and a **certified copy of the Articles** once they have been filed.

Thank you for your assistance.

Sincerely,

HUMPHREY & KNOTT, P.A.


Elizabeth W. Daniel
Legal Assistant

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/22/97

**ARTICLES OF INCORPORATION
OF
TIBURON MASTER PROPERTY OWNERS' ASSOCIATION, INC.**

(A Corporation Not For Profit)

The undersigned, hereby executes these Articles of Incorporation for purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation shall be TIBURON MASTER PROPERTY OWNERS' ASSOCIATION, INC., (hereinafter referred to as the "Association"). Its principal office shall be at 1625 Hendry Street, Suite 301, Fort Myers, Florida, 33901, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Association shall be perpetual.

**ARTICLE III
PURPOSE**

By way of explanation and not by way of limitation, the purposes for which the Association is formed are:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes, as may be from time to time amended;
2. To administer, enforce, and carry out the terms and provisions of the Declaration of Master Covenants, Conditions and Restrictions of Tiburon (the "Declaration"), making reference

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to these Articles and submitting property to the jurisdiction of, or assigning responsibilities, rights, or duties to the Association, and accepted by the Board of Directors of said Association. All capitalized terms used herein that are not defined herein shall have the meaning given to them in the Declaration;

3. To provide for the operation and maintenance of the Common Area or Common Property and other property as specified in the Declaration; and

4. To promote the health, safety, and welfare of the Association members and the owners of any property subjected to the jurisdiction of the Association, as may be authorized or amended or otherwise added from time to time.

ARTICLE IV POWERS

In furtherance of its purposes, the Association shall have the following powers:

1. All powers conferred upon not-for-profit corporations by common law and the statutes of the State of Florida, as the same may be amended or supplemented;

2. All the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, and the Bylaws, including, without limitation, the following:

(i) to fix, levy and collect, and enforce payment by any lawful means of all charges and assessments 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;

(ii) to purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, convey or otherwise deal in and with real or personal property, or any interest therein, wherever situate;

(iii) to make contracts and incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;

(iv) to dedicate, sell or transfer, all or any part of, the Common Properties to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

(v) to merge and consolidate with other corporations, both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not-for-profit;

(vi) to manage, control, operate, maintain, repair, and improve property subjected to the jurisdiction of the Association and any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;

(vii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(viii) to engage in activities which will actively foster, promote and advance the common interests of all Owners;

(ix) to retain a management entity to perform any of the services or duties set forth above or in the Declaration;

(x) to annex Additional Property as specified in the Declaration;

(xi) to sue and be sued;

(xii) to establish rules and regulations and to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to the provisions of any Declaration;

(xiii) to provide any and all supplemental services as may be necessary or proper;

(xiv) 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; The Association is organized and shall be operated in accordance with 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 V MEMBERSHIP

There will be two classes of membership. These classes are defined in Article VI.

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 VI
VOTING RIGHTS

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

Class A. Class A Members shall be all Owners. Each Owner shall be entitled to one (1) vote for each Lot or Parcel or equivalent owned by it. Class A Members shall be entitled to vote after relinquishment of control by Declarant under the Declaration. The number of votes allocated to each Lot or Parcel will be designated by Declarant upon conveyance as provided in the Declaration. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as such Members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be Declarant. Class B shall be the sole Class entitled to vote until Declarant, the Developer of land that is the subject of the Declaration, relinquishes control as provided in the Declaration.. The Class B membership shall have a total of one hundred (100) more votes allocated to it than are allocated to all Class A Members combined. Upon relinquishment of control by Declarant, the Class B membership shall cease and Declarant's voting rights shall be the same as all other Class A members.

ARTICLE VII
LIABILITY FOR DEBTS

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

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Corporation 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>
1. Fereydoon Rabii	P.O. Box 3258 Naples, Florida 34106-3258
2. Michael E. Roeder	1625 Hendry Street, Suite 301 Fort Myers, Florida 33901
3. Ned Dewhirst	c/o Hole, Montes & Associates, Inc. 6202 Presidential Court, Suite D Fort Myers, Florida 33907

The method of elections and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE IX 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 surface water management system 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 X
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 and so long as the effect of any amendment does not materially impair fundamental property rights of any Class A Members.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address


Fereydoon Rabii

P.O. Box 3258
Naples, Florida 33939-3258

ARTICLE XII
REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation shall be c/o James T. Humphrey, Esq., Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, Florida 33901, and the initial registered agent at such office is James T. Humphrey.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 15th day of December, 1997.



Fereydoon Rabii, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

1. The name of the corporation is: TIBURON MASTER PROPERTY OWNERS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is: James T. Humphrey, Esq., at Humphrey & Knott, P.A., 1625 Hendry Street, Third Floor, Fort Myers, Florida 33901.

Having been named AS REGISTERED AGENT AND to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of said Act.

December 17, 1997


James T. Humphrey, Registered Agent

jth\ewd\ktb\articles of master association

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA