

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N980000000136

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
93 JAN 12 AM 11:03

Tarpon Bay Residents'
Association, Inc

700002396517--4

01/12/98 01015-014
***122.50 ***122.50

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
98 JAN 12 AM 10:02
DIVISION OF CORPORATION

Signature _____

Requested by: Kim

Name _____

Date 1/12/98

Time 10:30

Walk-In _____

Will Pick Up _____

RP
01-12-98

ARTICLES OF INCORPORATION

FOR

TARPON BAY RESIDENTS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 11:03

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned who are of full age, do hereby certify:

ARTICLE I

The name of the corporation is TARPON BAY RESIDENTS' ASSOCIATION, INC.

The office of the association is located at 26210 Mira Way, Bonita Springs, Florida 34134.

The name and address of the Registered Agent is C. Perry Peeples, Esquire, 8889 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.

The terms used in these Articles shall have the definitions as provided in Article I of Declaration of Covenants, Conditions and Restrictions for TARPON BAY (the "Declaration").

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Areas within that certain tract of property located in Lee County, Florida, known as "Tarpon Bay" pursuant to the provisions of the Declaration, and to promote the betterment of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property, to be recorded in the Public Records of Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth as length;

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

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

D. Borrow money, and with the consent of two-thirds (2/3) of the members entitled to vote, mortgage, pledge, deed in 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 public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

F. Have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a Lot in Tarpon Bay, which Lot, pursuant to the Declaration, is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of Lot which is subject to assessment by the Association.

ARTICLE IV VOTING RIGHTS

Members, including the Declarant, shall be entitled to voting rights as provided in the By-Laws of the Association.

ARTICLE V BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) members who shall initially be appointed by the Developer. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Jon Rubinton

26210 Mira Way
Bonita Springs, Florida 34134

George Rubinton

26210 Mira Way
Bonita Springs, Florida 34134

Bonnie S. Planting

26210 Mira Way
Bonita Springs, Florida 34134

Directors of the Association shall be elected by the members in the manner determined by the By-Laws.

ARTICLE VI INDEMNIFICATION

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's 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 Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

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 VII DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII AMENDMENTS

Subject to the rights of the Developer as provided in the By-Laws of the Corporation, amendments of these Articles shall require the consent of two-thirds (2/3) of the members entitled

to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration. Amendments to the By-Laws may be made at a regular or special meeting of the members.

ARTICLE IX
NOT FOR PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers.

ARTICLE X
OFFICERS

There shall initially be a President and Secretary/Treasurer of the Corporation. The initial officers of the corporation are as follows:

PRESIDENT	Jon Rubinton
SECRETARY/TREASURER	George Rubinton

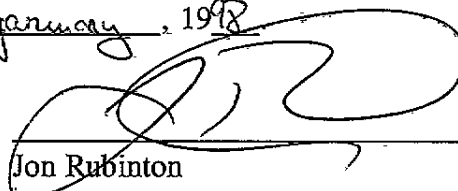
After Declarant turns over control of the Association, the officers shall consist of a President, Vice President and Secretary/Treasurer.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Jon Rubinton	26210 Mira Way
	Bonita Springs, Florida 34134

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, has executed these Articles of Incorporation this 9 day of January, 1998



Jon Rubinton

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 9 day of January, 1998, by Jon Rubinton, personally known to me.

(Seal)



BONNIE S. PLANTING
COMMISSION # CC 657723
EXPIRES JUN 22, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Bonnie S. Planting
Notary Public
Printed Name: Bonnie S. Planting
My commission expires: 6-22-01

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

FILED
CLERK OF STATE
DIVISION OF CORPORATIO
98 JAN 12 AM 11:03

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That TARPON BAY RESIDENTS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in County of Lee, State of Florida, has named C. PERRY PEEPLES, ESQUIRE, Annis, Mitchell, Cockey, Edwards & Roehn, 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE

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

C. PERRY PEEPLES, ESQUIRE