

N98000002984

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

PELICAN BAY FINANCIAL CENTER
SUITE 300

8889 PELICAN BAY BOULEVARD
NAPLES, FLORIDA 34108

TELEPHONE: (941) 597-7088
FACSIMILE: (941) 597-6984

SUITE 270
9400 GLADIOLUS DRIVE
FT. MYERS, FLORIDA 33908

TELEPHONE: (941) 433-0993
FACSIMILE: (941) 433-4004

SUITE 2100
ONE TAMPA CITY CENTER
POST OFFICE BOX 3433
TAMPA, FLORIDA 33601
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067

AVAILABLE FOR CONSULTATION
KÄRGEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN
GERMANY
O11-49-30-885-7710
FAX O11-49-30-881-1308

Reply to Naples

May 20, 1998

Via Federal Express

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002531487--6
-05/21/98--01056--006
****122.50 ****122.50

Re: TwinEagles Community Association, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above- referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$122.50 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

ANNIS, MITCHELL, COCKEY,
EDWARDS & ROEHN, P.A.

Perry Peoples

C. Perry Peoples

CPP/jpw
Enclosures

Signed by Mr. Peoples' secretary in
his absence to avoid delay.

FILED
98 MAY 21 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

TWINEAGLES COMMUNITY ASSOCIATION, INC.

FILED

98 MAY 21 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 TWINEAGLES COMMUNITY ASSOCIATION, INC.

The office of the association is located at 4099 Tamiami Trail North, Suite 305, Naples, Florida 34103.

The name and address of the Registered Agent is Thomas B. Garlick, 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 TwinEagles (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 Collier County, Florida, known as "TwinEagles" 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 Collier 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 TwinEagles, which Lot, pursuant to the Declaration, is subject to assessment by the Association, including contract sellers, shall be a member of the Association. This shall include the TwinEagles Golf and Country Club, Inc., but shall not include Club members. 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:

Susan D. Buckman	4099 Tamiami Trail North, Suite 305 Naples, Florida 34103
John J. O'Donnell	4099 Tamiami Trail North, Suite 305 Naples, Florida 34103
Kenneth J. O'Leary	4099 Tamiami Trail North, Suite 305 Naples, Florida 34103

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 be a President, Vice-President, Secretary and Treasurer of the Corporation. The initial officers of the corporation are as follows:

PRESIDENT	Susan D. Buckman
VICE-PRESIDENT	Kenneth J. O'Leary
SECRETARY/TREASURER	John J. O'Donnell

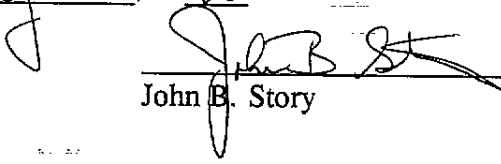
ARTICLE XI

INCORPORATORS

The name and address of the incorporator is:

John B. Story	4099 Tamiami Trail North, Suite 305
	Naples, Florida 34103

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association, has executed these Articles of Incorporation this 12 day of May, 1998.

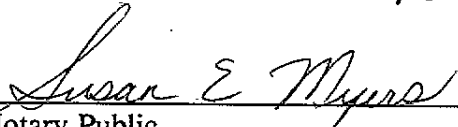

John B. Story

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 13 day of May, 1998, by John B. Story, who is personally known to me or who has produced _____ as identification.



SUSAN E MYERS
My Commission CG491124
Expires Aug. 23, 1999


Notary Public

SUSAN E MYERS
Printed Name

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

FILED

98 MAY 21 PM 12:10

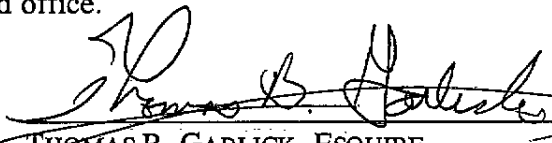
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That TWINEAGLES COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Naples, County of Collier, State of Florida, has named THOMAS B. GARLICK, ESQUIRE, Annis Mitchell, Cockey, Edwards & Roehn, P. A. 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.


THOMAS B. GARLICK, ESQUIRE