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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

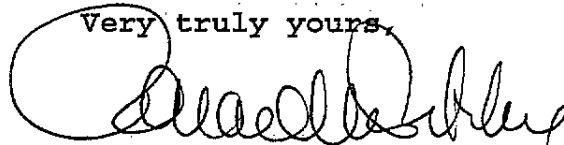
Re: Guilford Estates Homeowners' Association, Inc.,  
a Florida Corporation Not for Profit

Dear Ladies:

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above not for profit corporation,  
together with our trust account check in the amount of \$122.50.

Please file same and return the certified copy to the address  
shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr  
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GUILFORD ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Business Corporate Acts.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Guilford Estates Homeowners Association, Inc., and its address is c/o its Registered Agent, Donald L. Arnold, 1361 Airport Road North, Naples, FL 34104.

ARTICLE II

DEFINITIONS: The definitions set forth in the Master Declaration of Covenants, Conditions and Restrictions and the Florida Not-For-Profit Corporations Act, with particular reference to Section 617.301, F.S.,(1998), shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Guilford Estates (the "Community") located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Master Declaration of Covenants, Conditions and Restrictions (the "Declaration"), Bylaws and the Rules and Regulations (these Articles, the Declaration, Bylaws and Rules and Regulations shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Governing Documents as they may hereafter be amended. All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents.

#### ARTICLE IV

##### MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more Parcels.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.
- (C) The owners of each Parcel, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE V

TERM: The term of the Association shall be perpetual.

#### ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VII

##### DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Developer, and following transition shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

The initial Directors are as follows:

Donald L. Arnold  
1361 Airport Road North  
Naples, FL 34104

Tam Wright  
1361 Airport Road North  
Naples, FL 34104

Robert Cadenhead  
1361 Airport Road North  
Naples, FL 34104

The initial Officers are as follows:

Donald L. Arnold - President  
Tam Wright - Vice President  
Robert Cadenhead - Secretary/Treasurer

#### ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by the Owners of four (4) Parcels.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Prior to transition of control of the Board of Directors from the Developer of the Community, amendments shall be adopted by the Board of Directors. Subsequent to transition of control of the Board of Directors, a proposed amendment shall be adopted if it is approved by the Owners of four (4) Parcels at any annual or special meeting called for the purpose. As long as Developer owns a Parcel an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Developer, which consent may be denied in Developer's discretion, provided, further, that regardless of whether Developer owns a Parcel, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit.

- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

#### ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney 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. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

#### ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:


Donald L. Arnold  
1361 Airport Road North  
Naples, FL 34104

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Donald L. Arnold  
1361 Airport Road North  
Naples, FL 34104

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 6th day of October, 1998.

  
\_\_\_\_\_  
Donald L. Arnold, Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

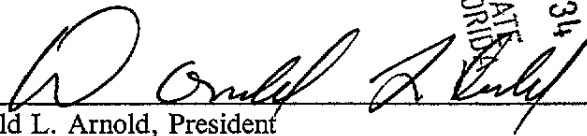
1. The name of the corporation is:

GUILFORD ESTATES HOMEOWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Donald L. Arnold  
1361 Airport Road North  
Naples, FL 34104

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TALLAHASSEE, FLORIDA

  
Donald L. Arnold, President

DATE October 6, 1998

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE   
Donald L. Arnold

DATE October 6, 1998