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PLEASE REPLY TO:
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April 26, 1999

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****122.50 *****78.75

Corporate Records Bureau
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Post Office Box 6327
Tallahassee, Florida 32314

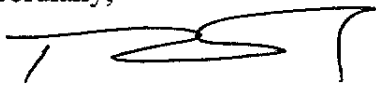
RE: BOLERO AT TIBURON COMMUNITY ASSOCIATION, INC.

Ladies and Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover the filing fees and certified copy for the Articles.

I will appreciate your returning the certified copy at your early convenience.

Cordially,



Richard D. DeBoest

RDD/aeh

Enclosures

cc: Stephen Pierce
Vivien N. Hastings

FILED
99 APR 28 PM 3:22
TALLAHASSEE, FLORIDA

SHARON

MAY 3 - 1999

ARTICLES OF INCORPORATION
OF
BOLERO AT TIBURON COMMUNITY ASSOCIATION, INC.
(A NON-PROFIT FLORIDA CORPORATION)

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **Bolero at Tiburon Community Association, Inc.** (the "Corporation").

ARTICLE II

The purpose for which this corporation is organized is to administer, operate, maintain (and when deeded by the Developer) hold record title to the Common Areas (as that term is defined in the Declaration) of Bolero at Tiburon located in Collier County, Florida in accordance with the Declaration of Covenants and Restrictions for Bolero at Tiburon to be recorded in the Public Records of Collier County, Florida (the "Declaration"). The initial principal office of the Corporation is 24301 Walden Center Drive, Suite 300, Naples, Florida.

ARTICLE III

The qualification of members shall be as follows: Any person or persons, entity or entities who are the record owners of legal title to any residential unit ("unit") in Bolero at Tiburon, (as defined in the Declaration), and the Developer; shall by virtue of such ownership, be a member of the Corporation. No other person, persons, entity or entities shall be members. Change of membership in the Corporation shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing record legal title to a unit in Bolero at Tiburon.

ARTICLE IV

The Corporation shall exist perpetually.

ARTICLE V

The name and residence of the Incorporator is as follows:

**Richard D. DeBoest, Sr.
1415 Hendry Street
Fort Myers, Florida 33901**

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VI

The affairs of the Corporation are to be managed initially by a Board of three Directors (which may be expanded to five) who will be appointed by the Developer, as provided for in the By-Laws of the Corporation. After relinquishment of Developer control (turnover), the Board may be composed of either three or five Directors.

ARTICLE VII

The names of the Officers who are to serve until the first election or appointment under the Articles of Incorporation are:

DENNIS BAILEY	- President
MICHAEL GREENBERG	- Vice President
MILTON G. FLINN	- Vice President/Secretary
PHILIP GUIDO	- Treasurer

ARTICLE VIII

The number of persons constituting the first Board of Directors shall be three, and their names and addresses are as follows:

DENNIS BAILEY
24301 Walden Center Drive, Suite 300
Naples, Florida 34134

MICHAEL GREENBERG
24301 Walden Center Drive, Suite 300
Naples, Florida 34134

MILTON G. FLINN
24301 Walden Center Drive, Suite 300
Naples, Florida 34134

ARTICLE IX

After turnover, the By-Laws of the Corporation are to be made, altered or rescinded by two thirds of the voting interests of the Corporation; prior to turnover by a majority of the Directors alone.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the By-Laws, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of two thirds of the voting interests of the Corporation; prior to turnover, by the Directors alone.

ARTICLE XI

Each unit in Bolero at Tiburon shall have one full indivisible vote which shall be cast as provided for in the By-Laws.

ARTICLE XII

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII

The Corporation shall have all powers not prohibited to it by law together with such additional powers as are contained in the Declaration and the By-Laws.

ARTICLE XIV

No part of the net earnings of the Corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance or care of Corporation property or through the rebate of the excess membership dues, fees or assessments.

ARTICLE XV

The name of the registered agent and place for service of process shall be Vivien N. Hastings, whose address is: 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of APRIL, 1999.


(SEAL)
RICHARD D. DeBOEST, SR.

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 9th day of
APRIL, 1999, by **Richard D. DeBoest, Sr.** who is personally known to
me.

NOTARY PUBLIC:

(Sign) Anne E. Heerwagen

(Print) ANNE E. HEERWAGEN
STATE OF FLORIDA AT LARGE (SEAL)
Commission # 797967
My Commission Expires: 12/20/02



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.


VIVIEN N. HASTINGS

FILED
99 APR 28 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA