



ACCOUNT NO. : 072100000032

REFERENCE : 392009 4390546

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : September 29, 1999

ORDER TIME : 4:37 PM

ORDER NO. : 392009-005

CUSTOMER NO: 4390546

800003013568--7

CUSTOMER: Ms. Carin Rupp
WATERMARK COMMUNITIES, INC.
WATERMARK COMMUNITIES, INC.
Suite 300
24301 Walden Center Drive
Bonita Springs, FL 34134

DOMESTIC FILING

NAME: WCI COMMUNITIES/MERCEDES BENZ
OF FORT MYERS JUNIOR GOLF
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 PM 2:25

RECEIVED
99 OCT 13 PM 12:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JL 10/13/99

**ARTICLES OF INCORPORATION
OF
WCI COMMUNITIES/MERCEDES BENZ OF FORT MYERS
JUNIOR GOLF FOUNDATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 13 PM 2: 26

The undersigned, for purposes of forming a not-for-profit corporation under Chapter 617, *Florida Statutes*, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation ("Corporation") is WCI Communities/Mercedes Benz of Fort Myers Junior Golf Foundation, Inc.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including the activities associated with the promotion of events, collection of contributions and distribution of scholarships to local high school students.

ARTICLE III. TERM OF EXISTENCE

The corporation shall have a perpetual existence and begin upon the filing of these Articles of Incorporation.

ARTICLE IV. ADDRESS

The street address of the principal office of the Corporation is 24301 Walden Center Drive, Bonita Springs, Florida 34134.

ARTICLE V. REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office is 24301 Walden Center Drive, Bonita Springs, Florida 34134. The initial registered agent for the Corporation at that address is Vivien N. Hastings.

ARTICLE VI. DIRECTORS

Section 1. The Board of Directors shall be the persons who will manage the corporate affairs of the Corporation and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Corporation and will have the authority to control the affairs of the Corporation, as are more fully set forth in the By-Laws of the Corporation.

Section 2. The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
David L. Fry	24301 Walden Center Drive Bonita Springs, Florida 34134
Raymond Matthews	24301 Walden Center Drive Bonita Springs, Florida 34134
Edward J. Weber	24301 Walden Center Drive Bonita Springs, Florida 34134

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be set forth in the By-Laws of the Corporation.

ARTICLE VII. SOLE INCORPORATOR

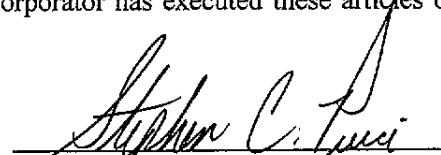
The name and street address of the person signing these articles of incorporation is:

Stephen C. Pierce
24301 Walden Center Drive
Bonita Springs, Florida 34134

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8th day of October, 1999.

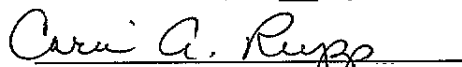

Stephen C. Pierce, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Stephen C. Pierce, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.


WITNESS my hand and official seal in the County and State last aforesaid, this 8 day of October, 1999.




Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WCI Communities/Mercedes Benz of Fort Myers Junior Golf Foundation, Inc. at the place designated in the 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

Dated: October 8, 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 PM 2:26