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ACCOUNT NO. : 072100000032

REFERENCE : 526240 4390546

AUTHORIZATION :

Patricia Kipp

COST LIMIT : \$ 70.000

ORDER DATE : December 22, 1999

ORDER TIME : 12:17 PM

ORDER NO. : 526240-005

CUSTOMER NO: 4390546

CUSTOMER: Ms. Carin Rupp

WCI

WCI

Suite 300

24301 Walden Center Drive

Bonita Springs, FL 34134

300003078263--2

DOMESTIC FILING

NAME: THE MASTERS AT PELICAN SOUND
NEIGHBORHOOD ASSOCIATION, 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: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 22 PM 1:16

RECEIVED
99 DEC 22 PM 12:56
DIVISION OF CORPORATIONS
STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 22 PM 1:16

ARTICLE I

The name of the corporation is THE MASTERS AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC., sometimes hereinafter referred to as the "Association". THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION, pursuant to Chapter 718, Florida Statutes.

ARTICLE II

The initial principal office and mailing address of the corporation shall be at 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

ARTICLE III

This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential neighborhood homeowners association which, subject, to a Declaration of Covenants, Conditions, Restrictions, and Easements (the "Declaration") to be recorded in the Public Records of Lee County, Florida, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time 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 Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE IV

Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and as set forth in the Bylaws of the Association.

ARTICLE V

The term of the Association shall be perpetual. The Association may be dissolved in the manner provided by the Declaration.

ARTICLE VI

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

ARTICLE VII

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

A. Proposal, Vote Required. 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 Bylaws of the Association, 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 67% of the voting interests of the Association; prior to turnover, by a majority of the Directors alone.

B. Effective Date. An amendment shall become effective upon filing with the Secretary of State of Florida and recording a certified copy in the Public Records of Lee County, Florida.

C. Conflict. In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE VIII

A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws of the Association, 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 be elected by the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Association.

C. The initial members of the Board of Directors shall be:

Kenneth W. Hayden
Dustin Travis
Robert Muller

D. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board.

ARTICLE IX

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which such person may be a party as a result of being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

(1) Gross negligence or willful misconduct in office by any Director or officer;

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

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2) above, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

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 X

The name and address of the Incorporator is as follows:

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

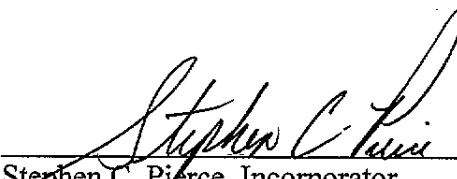
The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State of Florida.

ARTICLE XI

The name of the registered agent and place for service of process shall be:

Vivien N. Hastings
24301 Walden Center Drive
Bonita Springs, Florida 34134

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 20 day of December, 1999.



Stephen C. Pierce, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20 day of December, 1999, by Stephen C. Pierce, who is personally known to me.



Notary Public-State of Florida:

[SEAL]



ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 22 PM 1:16

Having been named to accept service of process for the above state 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