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CAPITAL CONNECTION, INC.

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96 DEC 10 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL DEC 10 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE 12/10
TIME CK No.
BY

WALK-IN Will Pick Up 10:00

RE: The Colony at Pelican Landing
Foundation Inc.

Table with columns: C.C. FEE, DISBURSED. Rows include: Capital Express, Art. of Inc. File, Corp. Record Search, Ltd. Partnership File, Foreign Corp. File, Art. of Amend. File, Dissolution/Withdrawal, C U S-, Fictitious Name File, Name Reservation, Annual Report/Reinstatement, Reg. Agent Service, Document Filing, Corporate Kit, Vehicle Search, Driving Record, Document Retrieval, UCC 1 or 3 File, UCC 11 Search, UCC 11 Retrieval, File No.'s, Copies, Courier Service, Shipping/Handling, Phone, Top Priority, Express Mail Prep, FAX.

Table with columns: FEE, DISBURSED, SURCHARGE, TAX on corporate supplies, SUBTOTAL, PREPAID, BALANCE DUE. Includes handwritten notes: RECEIVED, DEC 10 1996.

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

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96 DEC 10 PM 12: 1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE COLONY AT PELICAN LANDING FOUNDATION, INC.

Pursuant to Florida Statute Section 617.0202, the Articles of Incorporation of The Colony at Pelican Landing Foundation Association, Inc., a not-for-profit Florida corporation, are hereby set forth as follows:

ARTICLE I

NAME AND ADDRESS: The name of the Corporation, herein called the "Foundation", is "The Colony at Pelican Landing Foundation, Inc." and the address of its principal office is 24820 Burnt Pine Drive, Bonita Springs, FL 34134.

ARTICLE II

DEFINITIONS:

- (A) "Board" or "Board of Governors" shall herein mean and refer to the Board of Governors of the Foundation. The Board shall not have "Directors", but rather shall have "Governors" and use of the term "Governor" shall have the same common meaning as the term "Director" for a corporation of this type.
- (B) All terms which are defined in the Declaration and General Protective Covenants for The Colony at Pelican Landing shall be used herein with the same meanings as defined in that Declaration, as it may be amended.

ARTICLE III

PURPOSES: The purposes for which the Foundation is organized are to promote the recreation, aesthetic enjoyment and social welfare of the Parcel Owners and occupants of the Parcels, and to operate and maintain and own, as the case may be, the Foundation Common Areas in accordance with and pursuant to the Declaration, or any Supplement thereto, and to fulfill its obligations in accordance with and pursuant to these Articles of Incorporation and the Declaration. The Foundation is NOT a "condominium association" as defined in Chapter 718, Florida Statutes.

ARTICLE IV

GENERAL: The Foundation 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, Governor or officer. For the accomplishment of its purposes, the Foundation shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration, the By-Laws or Chapter 617, Florida Statutes; and the Foundation shall have all of the powers and duties reasonably necessary to operate the properties pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect Assessments, including Capital Assessments, annual Assessments, Special Assessments, Reserve Assessments, Transfer Capital Assessments and late fees against Members of the Foundation to defray the costs, expenses and losses of its operation, and to use the funds in the exercise of its powers and duties.
- (B) To adopt, amend, rescind and enforce reasonable rules and regulations to effectuate the purposes for which the Foundation is organized and to govern the use of the Common Areas consistent with the Declaration.
- (C) To delegate power or authority where such is deemed in the interest of the Foundation.
- (D) To own, operate, maintain, construct, improve, replace, repair and to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of Common Areas and other real or personal property, except to the extent restricted in the Declaration.
- (E) To enter into contracts or agreements to carry out the purposes of the Foundation.
- (F) To charge fees for services rendered by the Foundation and for use of the Foundation's property when such is deemed appropriate by the Board of Governors.
- (G) To pay taxes and other charges, if any, on or against property owned, leased, or operated by the Foundation; and to maintain, repair, replace and operate the Common Areas (including any Common Area to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) and preservation areas in accordance with applicable governmental regulations, the Declaration, and any Supplements thereto.
- (H) To enforce by legal means the obligations of the Members of the Foundation, the provisions of the Declaration, and the provisions of any Supplement.
- (I) To contract for professional management (the "Manager") which may be an individual, corporation, partnership or other entity, and to delegate to such Manager certain powers and duties of the Foundation.
- (J) To contract for the maintenance, security, administration and other functions to be carried out by the Foundation, and to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Foundation.
- (K) To contract with governmental or quasi-governmental entities or property owners associations regarding maintenance and administration.
- (L) To borrow money if necessary to perform its other functions hereunder.

- (M) Notwithstanding anything contained herein to the contrary, the Foundation shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation addressing any and all issues including, but not limited to, zoning, environmental, and land use, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall Members perform any such activities in the name of the Foundation.

All funds and the title to all property acquired by the Foundation shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE V

MEMBERS: The Foundation shall have two classes of voting membership:

- (A) Class A. Class "A" Members shall be all Parcel Owners other than the Class "B" Member, if any. Class "A" Members are entitled to such vote(s) as are set forth in the Declaration, which shall be exercised as may be specified in the Declaration and the By-Laws.
- (B) Class B. The Class "B" Member shall be Declarant. The rights of the Class "B" Member, including the right to approve or disapprove actions taken by the Foundation under the Declaration and By-Laws, are specified throughout the Declaration and By-Laws. The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Governors during the Class "B" Control Period. The Class "B" Member shall be entitled to such vote(s) as are set forth in the Declaration and the By-Laws. Class "B" membership shall terminate and become converted to Class "A" membership upon the first to occur of the following events:
- (1) Upon Turnover, as described in the Declaration;
 - (2) When, in its sole discretion, the Declarant so determines.
- (C) 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 Unit.

ARTICLE VI

GOVERNORS AND OFFICERS:

- (A) The affairs of the Foundation shall be administered by a Board of Governors consisting of the number of Governors determined by the By-Laws, but not less than three (3) Governors and not more than nine (9) Governors and in the absence of such determination shall consist of three (3) Governors. Governors of the Foundation shall be appointed by the Declarant or elected by the Members as set forth in the Declaration and the By-Laws. Governors may be removed and vacancies on the Board of Governors shall be filled in the manner provided therein. The names

and addresses of the initial Board of Governors, who shall hold office until their successors are elected or appointed are as follows:

Jerry Schmoyer
24820 Burnt Pine Drive
Bonita Springs, FL 34134

George R. Page
24820 Burnt Pine Drive
Bonita Springs, FL 34134

Robert Grabner
24820 Burnt Pine Drive
Bonita Springs, FL 34134

- (B) The business of the Foundation shall be conducted by the Officers designated in the By-Laws. The Officers shall be elected (or appointed) each year by majority vote of the entire Board of Governors at its first meeting after the annual meeting of the Members of the Foundation. Officers serve at the pleasure of the Board. The Officers of the Foundation shall be a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries and a Treasurer, and such other Officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary or President and Assistant Secretary may not be held by the same person, nor may the same person hold a principal office and the position of Assistant to that same office at the same time (e.g. - Secretary and Assistant Secretary). The names and addresses of the initial Officers of the Foundation, who shall hold office until their successors are elected or appointed are as follows:

Robert H. Grabner, Jr.
24820 Burnt Pine Drive
Bonita Springs, FL 34134

President

Vivien N. Hastings
24820 Burnt Pine Drive
Bonita Springs, FL 34134

Vice President and Secretary

Alice J. Carlson
24820 Burnt Pine Drive
Bonita Springs, FL 34134

**Vice President, Assistant Secretary
and Treasurer**

ARTICLE VII

TERM: The term of the Foundation shall be perpetual.

ARTICLE VIII

BY-LAWS: The By-Laws of the Foundation may be altered, amended, or rescinded in the manner provided therein. These Articles shall prevail in the event of any conflict or inconsistency between the

provisions of these Articles and the provisions of the By-Laws.

ARTICLE IX

AMENDMENTS: Except as otherwise provided with regard to amendments during the Class "B" Control Period, 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 Governors, or by written petition to the Board, signed by Members representing at least one-fourth (1/4) of total number of the Class "A" votes.
- (B) **Procedure.** If any amendment to these Articles is proposed by the Board or the Members, the proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given. Written notice of any proposed amendment given to the Members must contain the full text of the proposed amendment.
- (C) **Vote Required.** Except as otherwise provided in the by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for such purpose by a majority of the voting interests, or if it is approved in writing of a majority of the voting interests without a meeting, as provided for in the By-Laws.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as required for recording amendments to the Declaration or the By-Laws.
- (E) **Declarant Consent.** Notwithstanding the foregoing, during the Class "B" Control Period, no amendment to these Articles shall be effective to reduce, abridge, amend, affect or alter any provision related to the Declarant without the prior written consent of Declarant.
- (F) **Amendments During Class "B" Control Period.** Until the end of the Class "B" Control Period, an amendment to these Articles of Incorporation may be adopted at any meeting of the Board of Governors by a resolution adopted by a majority of the Governors, and no vote of the Class "A" Members is required.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator of this corporation as follows:

**THAD D. KIRKPATRICK
5121 Castello Drive, Suite 1
Naples, FL 34103**

The rights and interests of the Incorporator shall automatically terminate upon filing of these Articles with the Division of Corporations.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND GOVERNORS: Every Governor and every Officer of the Foundation (and the Governors and Officers as a group) shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Governor or Officer of the Foundation. The foregoing provisions for indemnification shall apply whether or not such person is a Governor or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Governor or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Governor or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Governor (whether current or former) affected by such amendment.

ARTICLE XII

TRANSACTION IN WHICH GOVERNORS OR OFFICERS ARE INTERESTED:

- (A) No contract or transaction between the Foundation and one or more of its Governors or Officers, or between the Foundation and any other corporation, partnership, association, or other organization in which one or more of its Governors or Officers are Governors or Officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Governor or Officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Governor or Officer of the Foundation shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.
- (B) Interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors or of a committee which authorized the contract or transaction.

ARTICLE XIII

DISSOLUTION OF THE FOUNDATION:

- (A) Upon dissolution of the Foundation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:
 - (1) Real property contributed to the Foundation without the receipt of other than nominal consideration by the Declarant (or its successors in interest) shall be returned to the Declarant (whether or not a Member at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);

(2) Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Governors of the Foundation to be appropriate for dedication and which the authority is willing to accept; and

(3) The remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with his voting rights.

(B) The Foundation may be dissolved upon a resolution to that effect being approved by three-fourths (3/4ths) of the members of the Board of Governors; three-fourths (3/4ths) of the Members; and the filing of Articles of Dissolution with the Department of State as provided for in Section 617.1403, Florida Statutes, as amended.

ARTICLE XIV

GENDER: Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XV

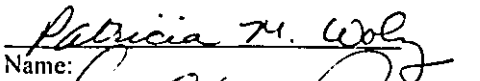
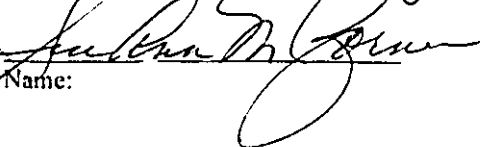
RESTRICTIONS: In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Declaration, the provisions of the Declaration shall prevail.

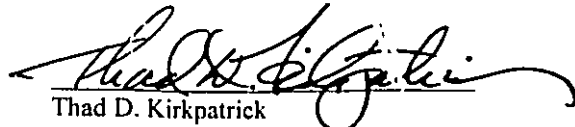
ARTICLE XVI

DESIGNATION OF REGISTERED AGENT: Vivien N. Hastings, Esq., is hereby designated as the Foundation Registered Agent for service of process within the State of Florida, at 801 Laurel Oak Drive, Suite 500, Naples, Collier County, Florida 34108.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of December, 1996.

Witnesses:


Name: _____

Name: _____


Thad D. Kirkpatrick

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 6th day of December, 1996, by Thad D. Kirkpatrick. He/she is personally known to me.

NOTARY PUBLIC:

(Sign) *Sue Ann M. Zornes*

(Print) SUE ANN M. ZORNES

STATE OF FLORIDA AT LARGE (SEAL)

My Commission Expires:



SUE ANN M. ZORNES
MY COMMISSION # CC327631 EXPIRES
November 4, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF REGISTERED AGENT

Vivien N. Hastings, Esq., of 801 Laurel Oak Drive, Suite 500, Naples, Collier County, Florida 34108, hereby consents to her designation as Registered Agent in the foregoing Articles of Incorporation, and states that she is familiar with, and accepts, the obligations provided for in Section 617.0501, Florida Statutes, as amended.

Dated this 6th, day of December, 1996.

Vivien Hastings

Vivien N. Hastings

Address: WCI Communities Limited Partnership
801 Laurel Oak Dr., Ste. 500
Naples, Florida 34108

FILED
96 DEC 10 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA