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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PETER Z. KAMENESH

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September 14, 2000
(Via Federal Express Overnight Delivery)

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Cypress Gardens of Fort Myers Association, Inc.

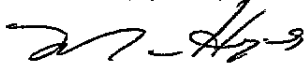
Gentleperson(s):

Enclosed please find Articles of Incorporation for Cypress Gardens of Fort Myers Association, Inc., and our check in the sum of \$78.75 representing your filing fees..

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,



Maria Hayes

Enclosures



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THIS DOCUMENT WAS PREPARED BY:
Peter Z. Kamenesh, Esq.
3225 Aviation Avenue, Seventh Floor
Coconut Grove, Florida 33133
Telephone (305) 285-3205
Facsimile (305) 285-3206
Florida Bar No.: 0745375

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
Cypress Gardens of Fort Myers Association, Inc..
(A corporation not-for-profit)

The undersigned hereby executes these Articles of Incorporation for Cypress Gardens of Fort Myers Association, Inc., Charter Number , pursuant to the provisions of Chapter 617 Florida Statutes:

ARTICLE I

NAME

The name of the corporation shall be Cypress Gardens of Fort Myers Association, Inc., hereinafter referred to as the "Association" and its principal address is 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133. Its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a not-for-profit organization, to further the interests of the Members of the Association, including without limitation maintenance of property owned or dedicated to the Association and the protection of property of Members of the Association; to maintain and operate the Stormwater Management System in accordance with all applicable governmental requirements and the permit for the stormwater management system issued by the South Florida Water Management District; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Omni Interstate Park (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Lee County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein, including but not limited to the legal description of the subject property attached therein as Exhibit "A".

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. The Association shall have all of the powers reasonable necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to acquire, own and dispose of real and personal property.
- B. The power to fix, levy and collect Assessments against Lots, as provided for in the Declaration.
- C. The power to expend monies collected for the purpose of paying the expenses of the Association.
- D. The power to manage, control, operate; maintain, repair and improve the Common Property.
- E. The power to purchase facilities approved by the Board of Directors.
- F. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Property.
- G. The power to insure and keep insured the Common Property and the improvements constructed thereon, as provided in the Declaration.
- H. The power to employ the personnel required for the operation and management of the Association and the Common-Property.
- I. The power to pay utility bills for utilities serving the Common

Property.

- J. The power to pay all taxes and assessments which are liens against the Common Property.
- K. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements
- L. The power to improve the Common Property, subject to the limitations of the Declaration.
- M. The power to control and regulate the use of the Common Property by the Members, and to promote and assist adequate and proper maintenance of the Property.
- N. The power to make reasonable rules and regulations and to amend the same from time to time.
- O. The power to maintain and operate the Stormwater Management System for the Properties and to assess Lots for the costs and expenses thereof.
- P. The power to enforce by any legal means the provisions of these Articles of Incorporation, the By-Laws, the Declaration and the rules and regulations promulgated by the Association from time to time.
- Q. The power to borrow money, mortgage the Common Property, and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed.
- R. The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Common Property. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.
- S. The power to contract for the management of the Association and to delegate to the manager, all of the powers and duties of the Association, except those matters which must be approved by

Members.

- T. The power to contract for maintenance and operation of the Stormwater Management System.
- U. The power to establish additional officers and/or directors of the Association and to appoint all officers provided in the By-Laws, except as otherwise provided in the By-Laws.
- V. The power to appoint committees as the Board of Directors may deem appropriate.
- W. The power to collect delinquent Assessments by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the By-Laws or the rules and regulations.
- X. The power to enforce collection of Assessments by filing a lien on the subject real property, foreclosure, sale and any other lawful means necessary.
- Y. The power to bring suit and to litigate on behalf of the Association and the Members.
- Z. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.
- AA. The power to provide any and all supplemental municipal services as may be necessary or proper.
- BB. The power to engage in any other activities which will foster, promote and advance the common interests of all Members, including without limitation entering into agreements for goods and services for the Members which are assessed against each Member either as Base or User Assessments.
- CC. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.
- DD. The foregoing enumeration of powers shall not limit or restrict the

exercise of others and further powers which may now or hereafter be permitted by law.

Section 3 Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration. Membership of the Association shall be composed of Owners of all Lots within the Properties and Developer.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. The following persons shall constitute the Board of Directors:

<u>Name</u>	<u>Address</u>
Patrick J. Riley	3225 Aviation Avenue, Seventh Floor Coconut Grove, Florida 33133
John Aldrich	121 State Street Albany, New York 12207-1693
Peter Z. Kamenesh	3225 Aviation Avenue, Seventh Floor Coconut Grove, Florida 33133

The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

ARTICLE VI

INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

ARTICLE VII

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE VIII

STORMWATER MANAGEMENT SYSTEM

In the event of dissolution of the Association, the responsibility for the operation and maintenance of the Stormwater Management System shall be conveyed, assigned and dedicated to an entity which complies with the terms of the Lee County, Florida Development Code and the terms of the Florida Administrative Code.

ARTICLE IX

CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

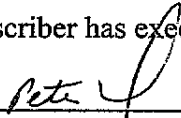
ARTICLE X

INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial Incorporator and Subscriber hereto is as follows: Peter Z. Kamenesh, 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Miami-Dade County, Florida 33133.

The principal address and the registered office address of the Corporation is: 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Miami-Dade County, Florida 33133.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 14th day of September, 2000.



Peter Z. Kamenesh, Incorporator /
Subscriber

STATE OF FLORIDA

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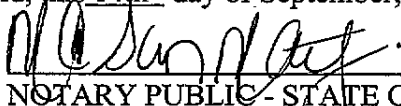
SS:

COUNTY OF MIAM- DADE

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PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Peter Z. Kamenesh, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

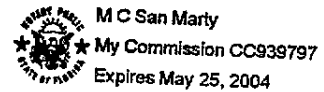
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of September, 2000.



NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: _____

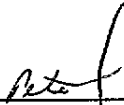
Commission Expiration Stamp, Seal or Date:



ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Peter Z. Kamenesh and the street address of the registered office of the Association shall be 3225 Aviation Avenue, Seventh Floor, Coconut Grove, Florida 33133.

IN WITNESS WHEREOF the undersigned officer has executed these Articles of Incorporation this 14th day of September, 2000.

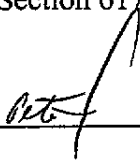


Peter Z. Kamenesh

CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned, being the duly elected Secretary of Cypress Gardens of Fort Myers Association, Inc., does hereby certify that the attached Articles of Incorporation for Cypress Gardens of Fort Myers Association, Inc., contains no amendments to the Articles of Incorporation which have not been approved by the requisite approval of the members and does further certify that the Articles have been adopted by the Board of Directors by written consent.

This Certificate is given in compliance with Section 617. 1007(3)(a).



Secretary

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TALLAHASSEE, FLORIDA