

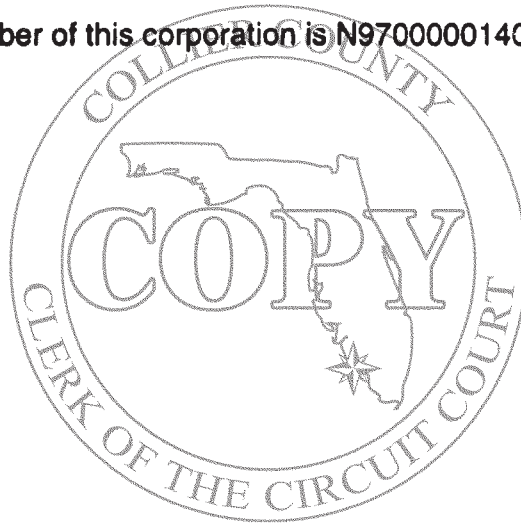
OR: 2337 PG: 0683
State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of HERITAGE GREENS COMMUNITY ASSOCIATION, INC., a Florida corporation, filed on March 13, 1997, as shown by the records of this office.

The document number of this corporation is N97000001407.



Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Thirteenth day of March, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

**ARTICLES OF INCORPORATION
OF
HERITAGE GREENS COMMUNITY ASSOCIATION, INC.**

FILED
97 MAR 13 PM 3:51
CLERK OF DISTRICT COURT
COLLIER COUNTY FLORIDA

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by A. Jack Solomon, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Heritage Greens Community Association, Inc. (the "Community Association").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall initially be located at 277 N. Collier Blvd., Marco Island, FL 34145, and subsequently at such other location in Collier County, Florida, as shall be determined by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Community Association is organized is to provide an entity for the operation of Heritage Greens, a Planned Unit Development, located in Collier County, Florida.

The Community Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Community Association shall be distributed or inure to the private benefit of any member, Director or officer of the Community Association. For the accomplishment of its purposes, the Community Association shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Heritage Greens (the "Community Declaration"), or the Bylaws of this Association, and it shall have all of the powers and duties reasonably necessary to operate Heritage Greens pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against members of the Community Association to defray the costs, expenses and losses of the Community Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To own, lease, maintain, repair, replace or operate any portions of the Common Areas not operated or maintained by Heritage Greens Community Development District.
- (C) To purchase insurance for the protection of the Community Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the Properties.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Community Association.

(F) To sue and be sued, and to enforce the covenants and restrictions in the Declaration, these Articles, and the Bylaws of the Community Association.

(G) To employ accountants, attorneys, architects, or other professional personnel to perform the services required for proper operation of the Properties.

(H) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Heritage Greens, if they are intended to provide enjoyment, recreation, or other use or benefit to the members.

(I) To borrow or raise money for any purposes of the Community Association; to draw, make, accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Community Association.

All funds and the title to all property acquired by the Community 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.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in Section 4 of the Declaration of Covenants, Conditions and Restrictions for Heritage Greens to which these Articles shall be attached as an Exhibit, and in the Bylaws of the Community Association.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

AMENDMENTS: 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 Directors or by written petition of at least ten percent (10%) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(B) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least a majority of the voting interests at any annual or special meeting called for the purpose, provided that the notice of the meeting includes the text of the proposed amendment. Before turnover of control of the Community Association to members other than the Declarant as described in Section 8 of the Bylaws of the Community Association, these Articles may be amended by vote of a majority of the Directors without need for a vote of the members.

(C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County. The amendment must be recorded with the same formalities as required in Section 9.4 of the Bylaws for an amendment to the Bylaws.

ARTICLE VIII

DIRECTORS AND OFFICERS:

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

(C) 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 following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association shall be:

A. Jack Solomon
277 N. Collier Blvd.
Marco Island, Florida 34145

Raymond G. Haris
277 N. Collier Blvd.
Marco Island, Florida 34145

Karen Welks
277 N. Collier Blvd.
Marco Island, Florida 34145

Anthony Persichilli
10491 Six Mile Cypress Pky., Suite 101
Ft. Myers, Florida 33912

Darin McMurray
10491 Six Mile Cypress Pky., Suite 101
Ft. Myers, Florida 33912

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

277 N. Collier Blvd.
Marco Island, Florida 34145

The initial registered agent at said address shall be:

A. Jack Solomon

ARTICLE XI

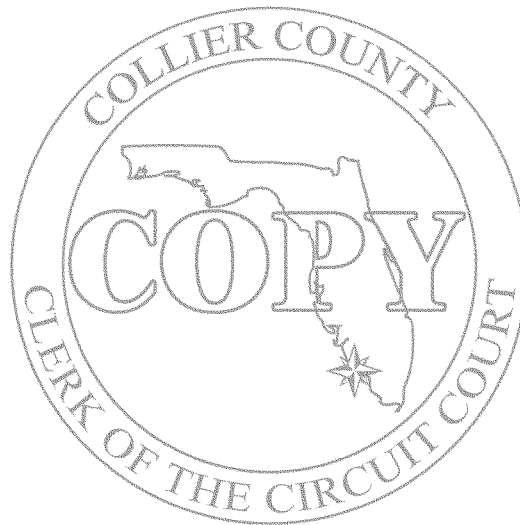
INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were

material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless the Board of Directors approves the settlement and indemnification as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

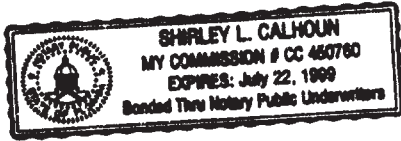


WHEREFORE the incorporator has caused these presents to be executed this 18th day of Feb, 1997.

By [Signature]
A. Jack Solomon

STATE OF FLORIDA
COUNTY OF COLLIER

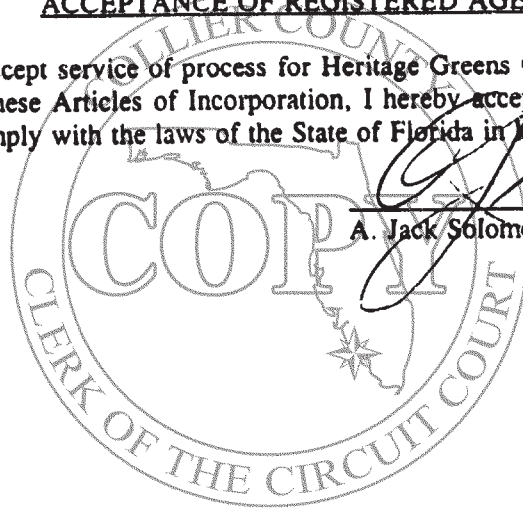
The foregoing instrument was executed before me this 18th day of Feb, 1997, by A. Jack Solomon. He is personally known to me or did produce [Signature] as identification.



[Signature]
Notary Public (SEAL)
Printname: Shirley L. Calhoun

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Heritage Greens Community Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



[Signature]
A. Jack Solomon

FILED
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SEAL
TALLAHASSEE, FLORIDA