

**ARTICLES OF INCORPORATION
OF
VINES COMMUNITY ASSOCIATION INC.**

Original Articles of Incorporation, dated December 10, 1985
First Amendment, dated July 27, 1989
Amended December 14, 1995
Second Amendment, dated January 27, 1999

The Banyan Group, a Florida corporation (Declarant) owns certain property in Lee County, Florida. Declarant intends to record a Declaration of the Community Association for Vines Golf and Country Club (the Declaration) which will affect the property. This Association is being formed to administer the Declaration and to perform, among other things, the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Lee County, Florida, with these Articles attached as an Exhibit.

ARTICLE I

1. NAME

The name of the corporation is: Vines Community Association, Inc. (hereinafter referred to as the Community Association).

ARTICLE II

2. PURPOSE

The purposes for which the Community Association is organized are as follows:

2.01 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

2.02 To administer, enforce and carry out the terms and provisions of the Declaration, as same may be amended from time to time.

2.03 To promote the health, safety, welfare, comfort, and social and economic welfare of the Community Association Members, (owners and residents of the Subject Property) as authorized by the Declaration, by these Articles and by the By-Laws.

ARTICLE III

3. POWERS

The Community Association shall have the following powers:

3.01 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

3.02 To enter into, make, establish and enforce rules, regulations, by-laws, covenants, restrictions and agreements to carry out the purposes of the Community Association.

3.03 To make and collect assessments against Members of the Community Association to defray the costs, expenses, reserves and losses incurred or to be incurred by the Community Association and to use the proceeds thereof in the exercise of the Community Association's powers and duties.

3.04 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

3.05 To hold funds for the exclusive benefit of the Members of the Community Association as set forth in these Articles and as provided in the Declaration and the By-Laws.

3.06 To purchase insurance for the protection of the Community Association, its officers, Directors and Members, and such other parties as the Community Association may determine to be in the best interests of the Community Association.

3.07 To operate, maintain, repair, and improve all Common Areas and such other portions of the Subject Property as may be determined by the Board from time to time.

3.08 To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Subject Property pursuant to the Declaration.

3.09 To provide for limited access services within the Subject Property as the Board in its discretion determines necessary or appropriate.

3.10 To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Community Association as the Board in its discretion determines necessary or appropriate.

3.11 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Community Association and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE IV

4. MEMBERS

The qualification of Members and the manner of their admission shall be as regulated by the Bylaws.

ARTICLE V

5. DIRECTORS

5.01 The affairs of the Community Association shall be managed by a Board consisting of not less than three (3) Directors, which shall always be an odd number. The number of Directors shall be determined in accordance with the By-Laws. In the absence of such determination, there shall be three (3) Directors.

5.02 The Directors of the Community Association shall be appointed or elected as provided for in the By-Laws, except that Declarant shall have the right to appoint Directors of the Community Association as follows:

5.02.01 Declarant shall have the right to appoint all of the Directors until the last unit to be constructed on the Subject Property is conveyed, or earlier in the sole discretion of Declarant.

5.02.02 Thereafter, Members other than Declarant shall have the right to appoint or elect a majority of the Directors as provided for in the By-Laws, and Declarant shall have the right to appoint all other Directors so long as Declarant owns any property, or holds a mortgage encumbering any property other than a Unit.

5.02.03 At any time after the Declarant no longer has the right to appoint one or more Directors or upon the earlier voluntary relinquishment by the Declarant of its right to appoint any or all Director(s) a special meeting of the Members may be called to elect new Directors. In the absence of such a meeting, the Directors appointed by the Declarant may continue to serve until the next annual meeting of the Members. In the event such a special meeting is called and held, and Directors are elected or appointed at such special meeting the Members may elect to not hold the next annual meeting of the Members if such next annual meeting is less than six (6) months after the date of the special meeting. Upon such election, the next annual meeting shall not be held.

5.02.04 Except as provided above, the Directors for each Neighborhood Association shall be appointed at the annual Members' meetings. The President of each Neighborhood Association shall file with the Secretary of the Community Association at or prior to the annual meeting a certificate appointing a member for the Neighborhood Association to serve as a Director for the Community Association. Should any Neighborhood Association fail to appoint a director at or prior to the annual meeting the other appointed and elected Directors may appoint a Director for that Neighborhood Association so long as the Director is an owner within said Neighborhood Association.

5.02.05 The two Directors from the Single Family Unit Owners shall be elected by the Owners of Single Family Units at the Annual Members Meeting, unless a special meeting of the Members is called in order to fill a vacancy on the Board as provided in paragraphs 5.15 and 5.16.02 of the By-Laws.

5.02.06 The election of the Directors by the Members of the Single Family Unit Owners shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each Member voting being entitled to cast his votes for each number of units for as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

5.03 All of the duties and powers of the Community Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

5.04 Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws, however, any Director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the number of remaining Directors appointed by the Declarant is less than the maximum number of Directors which may, at that time, be appointed by Declarant as set forth above.

5.05 The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Godfrey Santini	8100 College Parkway, Suite 201 Fort Myers, Florida
John Santini	8100 College Parkway, Suite 201 Fort Myers, Florida
Phillip Strazis	8100 College Parkway, Suite 201 Fort Myers, Florida

ARTICLE VI

6. OFFICERS

6.01 The officers of the Community Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President - Godfrey Santini

Vice President - John Santini

Secretary/Treasurer - Phillip Strazis

ARTICLE VII

7. INDEMNIFICATION

7.01 The Community Association shall fully indemnify any person who was or is a party or is threatened to be made a part, to any threatened, pending or contemplated action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Community Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Community Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Community Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Community Association; and with respect of any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

7.02 To the extent that a Director, officer, employee or agent of the Community Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 7.01 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

7.03 Any indemnification under Paragraph 7.01 above (unless ordered by a court) shall be made by the Community Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 7.01 above. Such indemnification shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs by independent legal counsel in written opinion, or (c) by a majority of the Members.

7.04 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Community Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or

on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Community Association as authorized in this Article.

7.05 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members or otherwise; and as to action taken in an official capacity while holding office shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

7.06 The Community Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Community Association, or is or was serving at the request of the community Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Community Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII

8. BY-LAWS

The first By-Laws shall be adopted by the Board and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

9. AMENDMENTS

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

9.01 A majority of the Board shall adopt a resolution setting forth the proposed amendment in directing that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.

9.02 Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

9.03 At such meeting a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the

affirmative vote of a majority of the votes of the entire membership of the Association.

9.04 Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.

9.05 If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

9.06 In addition to the above, so long as Declarant appoints a majority of the Directors of the Community Association, Declarant shall be entitled to unilaterally amend these Articles and By-Laws. Furthermore, no amendment shall make any changes which would in any way affect any of the rights, privileges, power or options herein provided in favor of, or reserved to, Declarant, unless Declarant joins in the execution of the amendment.

9.07 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the Public Records of the County in which the Subject Property is located.

ARTICLE X

10. TERM

The Community Association shall have perpetual existence.

ARTICLE XI

11. INCORPORATOR

The name and street address of the incorporator is:

Banyan Group, Inc.
8100 College Parkway, Suite 201
Fort Myers, Florida 33908

ARTICLE XII

12. INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT

The Street address of the initial registered office of the Community Association is:

Articles of Incorporation

8100 College Parkway,
Fort Myers, Florida 33907.

The initial registered agent of the Association of that address is Godfrey Santini.