

ARTICLES OF INCORPORATION
OF
GRAND PALM VILLAGE AT THE VINES CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Grand Palm Village at the Vines Condominium Association, Inc. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate Grand Palm Village at the Vines, a Condominium (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Lee County, Florida.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or

personal, including the Common Elements and specifically the Surface Water Management System, as permitted by the South Florida Water Management District, as may be necessary or convenient in the administration of the Condominium.

G. 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, the Declaration of Condominium, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III
DEFINITIONS

All terms used herein are defined in the Declaration of Condominium of Grand Palm Village at The Vines, a Condominium.

ARTICLE IV
MEMBERS

A. Each unit owner in the Condominium shall automatically be members of the Association.

B. Membership, as to all members, shall commence upon the acquisition of fee simple title to a unit in the Condominium and shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

ARTICLE V
EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Michael A. Berke | 9100 South Dadeland Boulevard One Datan Center – PH-1 Miami, Florida 33156 |

ARTICLE VII
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board when both the Developer and Unit Owners other than the Developer are entitled to representation, subject to the entitlement to representation or by provisions of section 718.301, Florida statutes, only the Developer may vote, in person or by proxy, to fill a vacancy on the board previously occupied by a board member elected or appointed by that Developer, in which case a quorum for purposes of that vote shall consist of a majority of Units owned by the Developer. Only Unit Owners other than a Developer may vote, in person or by proxy, to fill a vacancy on the Board previously occupied by a board member elected or appointed by unit owners other than a Developer, in which case a quorum for purposes of that vote shall consist of a majority of Unit Owners other than the Developer.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| Hans Fischer | 249 Danbury Road Wilton, Connecticut 06897 |
| Joseph Heffernan | 5756 NW 39 Way Boca Raton, Florida 33496 |
| Steve Annis | 249 Danbury Road Wilton, Connecticut 06897 |

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the

Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

| NAME | TITLE | ADDRESS |
|------------------|----------------|--|
| Joseph Heffernan | President | 5756 NW 39 Way Boca Raton, Florida 33496 |
| Hans Fischer | Vice President | 249 Danbury Road Wilton, Connecticut 06897 |
| Margie A. Parker | Secretary | 19501 Vintage Trace Circle Ft. Myers, Florida 33912 |
| Steve Annis | Treasurer | 249 Danbury Road Wilton, Connecticut 06897 |

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of units without their prior written consent.

ARTICLE X

AMENDMENTS TO ARTICLES

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

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having one-third of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of a majority of the voting interests present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE XI
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 19484 Lost creek Drive, Ft. Myers, Florida 33912, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at 9100 South Dadeland Boulevard, Penthouse I, Miami, Florida 33156 and the initial registered agent therein is Datran Corporate Agents, Inc.

ARTICLE XIII
LIMITATION

A vote of two-thirds of the members shall be required for the Association to join, participate with or support any organization, ad hoc committee or group formed to address political issues or issues related to the Condominium Property or the property within The Vines Country Club.