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January 21, 1998

via Federal Express Delivery

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

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Re: Articles of Incorporation: Shadow Wood Community Association, Inc.

Dear Madam or Sir:

Enclosed are the original and one copy of Articles of Incorporation and Registered Agent Designation for the captioned Florida nonprofit corporation. Also enclosed is a check in the amount of \$122.50 to cover filing fees and the fee for issuing a certified copy. Please return the copy to my attention at the address above.

Don't hesitate to call me at (404) 659-6600 if you have any questions or need additional information. Thank you for your assistance in this matter.

Sincerely,



Susan W. Parker
Paralegal

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1-27-98
WS

**ARTICLES OF INCORPORATION
OF
SHADOW WOOD COMMUNITY ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, and certify as follows:

Article 1. Name. The name of the corporation shall be Shadow Wood Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 3451 Bonita Bay Boulevard, Suite 202, Bonita Springs, Florida 34134.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Shadow Wood, recorded or to be recorded by Long Bay Partners, L.L.C., in the Official Records of Lee County, Florida, as the same may be amended from time to time (the "Declaration").

Article 4. Purposes. The purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association (the "By-Laws"), and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 5. Powers. The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the powers conferred upon a not for profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association, pursuant to the Declaration, The Brooks Covenant to Share Costs, other covenants, easements or contracts, has a right or duty to provide such services including without limitation, the "joint property" as defined in The Brooks Covenant to Share Costs;

(iii) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, Community Development District(s), tax-exempt foundation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

(x) to provide any and all supplemental municipal services to the real property subject to the Declaration as the Board of Directors may determine necessary or proper; and

(xi) to sue and be sued.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

B. The Association shall make no distributions of income to its members, directors, or officers.

C. In order to preserve, protect, and promote the fiscal soundness of the Association, the Association shall be without authority to engage in any activity or enter into any contract, contractual relationship, or agreement for the provision of goods or services of any kind or nature, where, at the commencement of such activity or agreement, its duration, cost, or return (financial or otherwise) to the Association is not fixed or reasonably ascertainable, unless such activity or agreement has been first approved by Class "A" Members (voting individually, not through Neighborhood Representatives) representing at least 67% of the Class "A" votes in the Association and Class "B" Member. Such approval may be obtained at any regular or special meeting of the Association or by written ballot without a meeting pursuant to the By-Laws.

This provision is not intended to prevent or otherwise prohibit the Association from taking actions to enforce Use Restrictions, Rules and Regulations, Design Guidelines, or assessment obligations against Members; investing Association funds so long as such funds are invested in a manner consistent with the laws of the State of Florida concerning management of trust account assets; or defending itself in any litigation or court proceeding instituted against it by another Person.

Article 6. Members.

A. The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Unit, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote as provided in the Declaration and in the By-Laws.

B. Change of membership in the Association shall be established by recording in the Official Records of Lee County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

C. 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 of its Unit.

Article 7. Term. The Association shall be of perpetual duration.

Article 8. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three directors. The number of directors shall be increased in accordance with the By-Laws.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Dennis E. Gilkey
3451 Bonita Bay Blvd., Suite 202
Bonita Springs, Florida 34134

John M. Gleeson
3451 Bonita Bay Blvd., Suite 202
Bonita Springs, Florida 34134

Harvey Schestag
3451 Bonita Bay Blvd., Suite 202
Bonita Springs, Florida 34134

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 9. By-Laws. The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

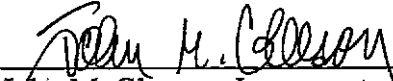
Article 11. Amendments. Until termination of the Class "B" membership, Declarant may unilaterally amend these Articles for any purpose. Thereafter, amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Neighborhood Representatives representing at least 67% of the Class "A" votes in the Association, and the consent of the Class "B" Member, if any. No amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 12. Dissolution. In the event the Association is dissolved for any purpose, any remaining property and the property consisting of the Surface Water Management System, shall be granted, conveyed and assigned to a not-for-profit corporation, association, or trust devoted to similar purposes.

Article 13. Incorporator. The name of the incorporator of the Association is John M. Gleeson and such incorporator's address is 3451 Bonita Bay Boulevard, Suite 202, Bonita Springs, Florida 34134.

Article 14. Registered Agent and Office. The initial registered office of the Corporation is 3451 Bonita Bay Boulevard, Suite 202, Bonita Springs, Florida 34134, and the initial registered agent at such address is Dennis E. Gilkey.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of January, 1998.



John M. Gleeson, Incorporator

5167.01/ShadowWood/CADocs/AI/011298/AWO

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Shadow Wood Community Association, Inc.

2. The name and address of the registered agent and office is:

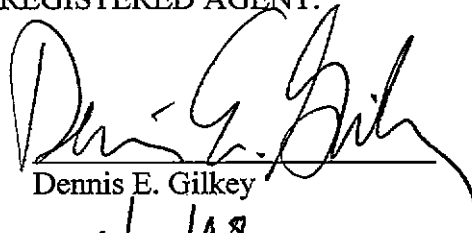
Dennis E. Gilkey
(Name)

3451 Bonita Bay Boulevard, Suite 202
(P.O. Box Not Acceptable)

Bonita Springs, Florida 34134
(City/State/Zip)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Dennis E. Gilkey

Date

1/13/98

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