OR: 3989 PG: 2249

State of Florida

Department of State

02/14/05

I certify the attached is a true and correct copy of the Articles of Incorporation of HERITAGE BAY GOLF & COUNTRY CLUB, INC., a Florida corporation, filed on February 14, 2005, as shown by the records of this office.

The document number of this corporation is N05000001890.

COLLIER COUNTY
COPY
CLERK OF THE CIRCUIT COURT

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-fourth day of February, 2005

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Glenda E. Hood

Glenda E. Hood
Secretary of State

CR2EO22 (2-03)

Exhibit "G-2"

FILED
2005 FEB 14 A 10:05

ARTICLES OF INCORPORATION
OF
HERITAGE BAY GOLF & COUNTRY CLUB, INC.

Pursuant to Chapter 617.01201, Florida Statutes, these Articles of Incorporation are created by Gail Spector, 10481 Six Mile Cypress Pky., Ft. Myers, Florida 33912, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Heritage Bay Golf & Country Club, Inc. (hereinafter the "Club".

ARTICLE II

PRINCIPAL OFFICE: The principal office of the Club shall initially be located at 10481 Six Mile Cypress Pky., Ft. Myers, Florida 33912, and subsequently at such other location as shall be determined by the Board of Directors.

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ARTICLE III

PURPOSE AND POWERS: The purpose for which the Club is organized is to provide a corporate entity to act as "association" as defined in Chapter 720 Florida Statutes (2004), for the operation of certain recreational and other common facilities serving Heritage Bay Golf & Country Club, located in Collier County, Florida. Heritage Bay Golf & Country Club consists of the land described in Exhibit "G-1" to the Declaration of Covenants, Conditions & Restrictions for Heritage Golf & Country Club (the "Club Declaration,") to which these Articles of Incorporation are attached as Exhibit "G-3" and the improvements to be constructed thereon.

The Club is organized and shall exist upon a non-stock basis as a Florida corporation ~~not~~ for profit, and no portion of any earnings of the Club shall be distributed or inure to the private benefit of any Member, Director or officer of the Club. For the accomplishment of its purposes, the Club 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 to which these Articles are attached as a recorded exhibit, or the Bylaws of the Club, and it shall have all other powers and duties reasonably necessary to operate the Community, and effectuate the purpose for which it is organized pursuant to said Declaration of Covenants, Conditions and Restrictions as it may hereafter be amended, including but not limited to the following:

(A) To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Club and such other lands which the Club is responsible to maintain, including the land described in Exhibit "G-2" to the Declaration of Covenants.

(B) To operate, maintain, manage and keep in good repair, improvements and amenities upon lands owned by the Club and upon lands which the Club is responsible to maintain, including, without limitation, lakes, golf course, entrance ways and certain landscape areas for the use of the Club's Members and their respective unit owners.

(C) To levy and collect assessments against Members of the Club to defray the costs, expenses and losses of the Club, and to use the proceeds of assessments in the exercise of its powers and duties.

(D) To provide or contract in bulk for the provision of private utility, telecommunication, and other services (if any) to the Members and their residents.

(E) To purchase insurance for the protection of the Club and its Members.

(F) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Club Common Areas and the operation of the Club.

(G) To sue and be sued, and to enforce the covenants and restrictions in the Declaration of Covenants, these Articles, and the Bylaws of the Club.

(H) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Community.

(I) 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 regardless of whether the lands or facilities are contiguous to the lands of the Club, if they are intended to provide enjoyment, recreation, or other use or benefit to the Members.

(J) To borrow or raise money for any purposes of the Club; 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 Club.

(K) To be responsible in perpetuity for maintenance of all preserved, restored, or created wetlands areas and upland buffer zones, if any, located on the Club Common Areas; and to take action against Lot, Living Units or Neighborhood Associations, if necessary, to enforce the conditions of any permit issued by South Florida Water Management District ("SFWMD") for the Club Common Areas.

(L) To be the responsible entity to operate and maintain the stormwater management system as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

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All funds and the title to all property acquired by the Club shall be held for the benefit of the Members in accordance with the provisions of the Declaration of Covenants, these Articles of Association and the Bylaws.

ARTICLE IV

MEMBERSHIP:

(A) The Members of the Club shall be all the owners of record legal title to one or more Lots or Living Units in the Community.

(B) Each Member shall be entitled to one vote in Association matters requiring a vote of the Members. The manner of exercising voting rights shall be as set forth in the Bylaws.

(C) The share of a Member in the funds and assets of the Association cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the Association operates.

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ARTICLE V

TERM: The term of the Club shall be perpetual

ARTICLE VI

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

ARTICLE VII

AMENDMENTS: After turnover of control of the Club, 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 Members, 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. Notice of any proposed amendment must first be given to each Member of the Club, and that notice must contain the text of the proposed amendment. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting

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

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Club 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 Club 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 Club 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 Club and shall serve at the pleasure of the Board.

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ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Club shall be:

Gail Spector
10481 Six Mile Cypress Pky.
Ft. Myers, Florida 33912

John Debitetto
10471 Six Mile Cypress Pky.
Ft. Myers, Florida 33912

John Hagen
10481 Six Mile Cypress Pky.
Ft. Myers, Florida 33912

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

2375 Tamiami Trail N., Suite 308
Naples, Florida 34103

The initial registered agent at said address will be:

Swalm, Bourgeau & Davies, P.A.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Club shall indemnify and hold harmless every Director and every officer of the Club, 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 is or may become a party by reason of being or having been a Director or officer of the Club. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

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(A) Willful misconduct or a conscious disregard for the best interests of the Club, in a proceeding by or in the right of the Club to procure a judgment 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 Club.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Club. 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 7 day of Feb., 2005.

By Gail Spector

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was executed before me this 7 day of February, 2005, by Gail Spector. She is personally known to me or did produce Personally Known as identification.

Karen B. Bartlett
Commission #DD314382
Expires: Apr 28, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Karen B Bartlett
Notary Public (SEAL)
Print name: Karen B. Bartlett

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Heritage Bay Golf & Country Club, 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.

SWALM, BOURGEAU & DAVIES, P.A.

By:
CHRISTOPHER N. DAVIES, VICE PRESIDENT