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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

839 1833

OF

TALL PINES PROPERTY OWNERS ASSOCIATION, INC.

(A Corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of this corporation shall be TALL PINES PROPERTY OWNERS ASSOCIATION, INC. This corporation shall hereinafter be referred to as TPPOA.

II.

The purpose for which TPPOA is organized is to provide an entity; to acquire, own, operate, manage, maintain, and preserve that certain common property designated as TRACT "C" and TRACT "D" of that certain TALL PINES SUBDIVISION, a subdivision of the SW 1/4 of the NW 1/4 and the NW 1/4 of the SW 1/4 of Section 12, Township 49 South, Range 25 East, Collier County, Florida, hereinafter called the "Property"; to own, operate, maintain, and control all water management facilities associated with the subdivision; to implement, effectuate, and enforce the covenants, restrictions, reservations, and servitudes on the Property and the subdivision as set forth by that "Declaration of Restrictive Covenants" applicable to the subdivision, as recorded in the Public Records, Collier County, Florida.

III.

TPPOA shall have the following powers:

1. TPPOA shall have all of the powers and privileges granted to corporations not for profit.

2. TPPOA shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to:

(a) To make and establish and enforce rules and regulations governing the use of the Property.

(b) To levy and collect assessments against members of TPPOA to pay all the expenses of TPPOA, including but not limited to the provision of insurance, the acquiring, operating, leasing, managing and otherwise dealing with the property of TPPOA, whether real or personal, which may be necessary or convenient for the operation and management of TPPOA, and to do all things necessary to accomplish the purposes set forth in this charter, and the by-laws of TPPOA.

(c) To manage, maintain, insure, equip, improve, repair, reconstruct, pay taxes and expenses, replace and operate the Property and to contract with others for such purposes.

(d) To enforce the provisions of TPPOA, these Articles of Incorporation, the by-laws of TPPOA, the rules and regulations governing the use of the Property, and Declaration of Restrictive Covenants.

(e) To enter into agreements for the use of the Property with such persons or entities as it deems proper.

(f) To grant easements, licenses, etc. over and across the Property.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon TPPOA.

(h) To enter into agreements whereby TPPOA acquires the Property for the enjoyment, recreation or other use or benefit of its members residing in that development known as Tall Pines Subdivision, Collier County, Florida.

#### IV.

The qualification of members, the manner of their admission, termination of such membership, and voting by members

(member) shall be as follows:

1. The owners of all residential lots in Tall Pines Subdivision, Collier County, Florida, and the Subscribers to this Certificate of Incorporation shall be Members of TPPOA, and no other persons or entities shall be entitled to membership.

2. The membership of any party shall be automatically terminated upon his being divested of title to all lots owned by such Member provided, however, that said membership shall run with the land and shall automatically transfer to the grantee thereof as an appurtenance to such lot. Membership is non-transferable except as an appurtenance to such lot.

3. On all matters on which the membership shall be entitled to vote, each Member shall have one vote for each lot owned by such Member. Such vote may be exercised or cast by the owner or owners of each lot in such manner as is provided for in the by-laws hereinafter adopted by TPPOA.

4. A membership in TPPOA, including both the benefits and obligations thereof, shall run with a Member's lot and shall, without further instrument, be deemed transferred automatically as an appurtenance thereto to any subsequent transferee of said lot and said subsequent transferee shall be entitled to the benefits and be bound by the obligations of such membership.

V.

TPPOA shall have perpetual existence.

VI.

The principal office of TPPOA shall be located at Suite 5, 1207 Third Street, South, Naples, Florida.

VII.

The affairs of TPPOA will be managed by a Board of Directors (Board) consisting of not less than three but not more than five directors who, except those individuals named

as the first board and substitutions thereon, must be Members of TPPOA.

Directors of TPPOA shall be elected in the manner provided by the by-laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the by-laws. The first election of directors, except the Board named herein, by the Members shall not be held until ninety percent (90%) of the lots comprising Tall Pines Subdivision have been sold or otherwise transferred from the developer. The directors named in these Articles shall serve until the first election of directors by the membership and any vacancies in their number occurring before the first election shall be filled by the remaining directors as provided for in the by-laws of TPPOA.

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

NAME	ADDRESS
Kenneth G. Hadcock	Suite 5, 1207 Third Street, South Naples, Florida
Allan V. Roseman	3502 Radio Road Naples, Florida
Michael F. Stephen	3502 Radio Road Naples, Florida

VIII.

The officers of TPPOA shall serve at the pleasure of the Board of Directors and shall be deemed valid officers until replaced by the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	OFFICE
Kenneth G. Hadcock	President
Allan V. Roseman	Vice President
Michael F. Stephen	Secretary and Treasurer

The Board shall have the power to create such additional officerships as authorized in the by-laws.

IX.

The Subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first Board of Directors of TPPOA, the names of which Subscribers and their respective post office addresses are more particularly set forth in Article VII above.

X.

The original by-laws of TPPOA shall be adopted by a majority vote of the Board and thereafter, such by-laws may be altered or rescinded only in such manner as said by-laws provide.

XI.

TPPOA shall indemnify its officers and directors as provided in the by-laws.

XII.

Amendments to these Articles of Incorporation may be proposed and adopted in the manner set forth as follows, and all rights conferred upon Members herein are granted subject to this reservation and its lawful exercise, to wit:

1. PROPOSAL. Amendments to these Articles may be proposed by the Board acting upon vote of the majority of the directors.

2. CALL FOR MEETING. Upon any amendment or amendments to these Articles being proposed by said Board members, such proposed amendment or amendments shall be transmitted to the full Board, who shall thereupon call a Special Meeting of the Members of the Board for a date not sooner than two (2) days or later than sixty (60) days from receipt of such proposed amendment or amendments. It shall be the duty of the Secretary to

give each Board member written or printed notice of such meeting.

3. VOTE NECESSARY: FILING. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of sixty-six percent (66%) of the entire membership of the Board of Directors and seventy-five percent (75%) of the membership of TPPOA. Such amendment or amendments shall be filed within ten (10) days from said approval with the Department of State for approval, along with the appropriate filing fee.

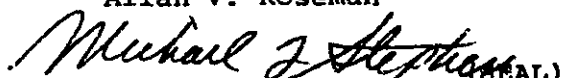
Notwithstanding the provisions of this paragraph, no amendment shall be effective in contravention of the purpose of TPPOA as set forth in paragraph II, above.

XIII.

The share of a member in the funds and assets of TPPOA cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot. The funds and assets of TPPOA shall belong solely to TPPOA, subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in this Charter and in the by-laws of TPPOA and its contractual commitments. TPPOA shall issue no stock, no dividend shall be paid, and no part of the income of TPPOA shall be distributed to its members, directors or officers.

 (SEAL)  
Kenneth G. Hadcock

 (SEAL)  
Allan V. Roseman

 (SEAL)  
Michael F. Stephen



FILED  
JUL 11 2 43 PM '79  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT TALL PINES PROPERTY OWNERS ASSOCIATION, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Naples  
(CITY)

STATE OF Florida, HAS NAMED Kenneth G. Hadcock  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT Suite 5, 1207 Third Street, South  
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Naples, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(CORPORATE OFFICER)

TITLE President

DATE 7/5/79

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
(RESIDENT AGENT)

DATE 7/5/79

28.00

OCT 30 3 46 PM '79

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TALL PINES PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on July 11, 1979, as shown by the records of this office.

The charter number for this corporation is 748048.



CSR 101  
12-78

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 13th day of July, 1979.

*LeRoy Fu*  
Secretary of State