

EXHIBIT "C"

ARTICLES OF INCORPORATION



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 23, 2004

CHRISTOPHER J SHEILDS, ESQ
PAVESE LAW FIRM
1833 HENDRY ST
FT MYERS, FL 33901

Re: Document Number N04000005277

The Articles of Amendment to the Articles of Incorporation for COACH HOMES I AT MOODY RIVER ESTATES CONDOMINIUM ASSOCIATION, INC., a Florida corporation, were filed on November 16, 2004.

The certification requested is enclosed.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Tracy Smith
Document Specialist
Division of Corporations

Letter Number: 404A00066545

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 16, 2004, to Articles of Incorporation for COACH HOMES I AT MOODY RIVER ESTATES CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N04000005277.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of November, 2004



CR2EO22 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
04 NOV 16 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation: Coach Homes I at Moody River Estates Condominium Association, Inc.

Document Number: N04000005277

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATION NAME (if changing):

N/A

AMENDMENTS ADOPTED - (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Article IX, Initial Directors, is amended to reflect new officers as follows:

Jack Shea, Vice President, 12601 West Links Drive, Unit #7, Fort Myer, FL 33913

Dan Thron, Secretary/Treasurer, 12601 Wet Links Drive, Unit #7, Fort Myers, FL 33913

The date of adoption of the amendment(s) was: October 13, 2004

Effective date if applicable: November 11, 2004

(No more than 90 days after amendment file date)

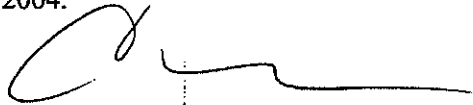
Adoption of Amendment(s) (CHECK ONE)

 The amendment(s) was (were) adopted by the members and the number of votes case for the amendment was sufficient for approval.

 X There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 11 day of November, 2004.

Signature



(By the chairman or vice chairman of the board, president or other
Officer - if directors have not been selected, by an incorporator -
If the hands of a receiver, trustee, or other court appointed
Fiduciary, by that fiduciary.)

Christopher J. Shields

(Typed or printed name of person signing)

Incorporator

(Title of person signing)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 26, 2004

CHRISTOPHER J. SHIELDS
P.O. DRAWER 1507
FT MYERS, FL 33902-1507

The Articles of Incorporation for COACH HOMES I AT MOODY RIVER ESTATES CONDOMINIUM ASSOCIATION, INC. were filed on May 24, 2004 and assigned document number N04000005277. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-3676 and request form SS-4.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at the address given below.

Shawn Logan, Document Specialist
New Filings Section

Letter Number: 404A00036828

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of COACH HOMES I AT MOODY RIVER ESTATES CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on May 24, 2004, as shown by the records of this office.

The document number of this corporation is N04000005277.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-sixth day of May, 2004



CR2EO22 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State

FILED
04 MAY 24 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COACH HOMES I AT MOODY RIVER ESTATES
CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Christopher J. Shields, 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Coach Homes I at Moody River Estates Condominium Association, Inc., and its address is 12601 West Links Drive, Unit #7, Fort Myers, Florida 33912.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of Coach Homes I at Moody River Estates, a Condominium, located in Lee County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property for the protection of the Association and its members.

(D) To reconstruct improvements after casualty, and further improve the property.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, to the extent provided for in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

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

ARTICLE IV

MEMBERSHIP:

(A) The members of the Association are all owners of record legal title to one or more units in the Condominium, as further provided in the Bylaws.

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

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded as provided.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association 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 shall be elected by the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors filled, in the manner provided in the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles may 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 to the Board signed by the owners of at least one-fourth (1/4) of the units.

(B) Procedure. If any amendment to these Articles is so proposed, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the total voting interests at any annual or special meeting called for the purpose, or if it is approved in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

(D) Effective Date. An amendment which is duly adopted shall become effective upon filing with the Secretary of State, and subsequently recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Anthony Persichilli, President
12601 West Links Drive, #7
Fort Myers, Florida 33913

John Mirabile, Vice President
12601 West Links Drive, #7
Fort Myers, Florida 33913

Andre M. LeCrone, Secretary/Treasurer
12601 West Links Drive, #7
Fort Myers, Florida 33913

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

1833 Hendry Street
Fort Myers, Florida 33901

The initial registered agent at said address shall be:

Christopher J. Shields

COACH HOMES I AT MOODY RIVER ESTATES - ARTICLES

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorney's 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 may be made a party because of his being, or having been, a Director or Officer of the Association. The foregoing right to 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:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association 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) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

(E) Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves such settlement as being in the best interest of the Association. 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 21st day of May, 2004.

By: [Signature]
Christopher J. Shields

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21st day of May, 2004, by Christopher J. Shields. He is personally known to me or did produce _____ as identification.



L. Jane Dillingham
Commission # DD147196
Expires Sep. 3, 2006
Aaron Notary
1-800-350-5161

[Signature]
Notary Public Signature

L. Jane Dillingham
Print name

Notarial Seal

ACCEPTANCE BY REGISTERED AGENT.

Having been named to accept service of process for Coach Homes I at Moody River Estates Condominium Association, 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.

[Signature]
Christopher J. Shields

FAWPDATA\CJS\Colonial.Homes\Moody River\Moody River Estates\Coach Homes I\ARTICLES.wpd
5/07/04

COACH HOMES I AT MOODY RIVER ESTATES - ARTICLES

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA