

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of KELLY GREENS VERANDAS CONDOMINIUM II ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on March 30, 1988, as shown by the records of this office.

The document number of this corporation is N25678.

Given under my hand and the Great Seal of the State of Florida, at Tallahussee, the Capital, this the day of

April, 1988.

Jim Smith Secretary of State

ARTICLES OF INCORPORATION

OF

KELLY GREENS VERANDAS CONDOMINIUM II ASSOCIATION, INC. (A NONPROFIT FLORIDA CORPORATION)

ARTICLE I.

The name of this corporation is KELLY GREENS VERANDAS CONDOMINIUM II ASSOCIATION, INC.

ARTICLE II.

The purpose for which this corporation is organized is to act as the governing association of KELLY GREENS VERANDAS CONDOMINIUM II located at Fort Myers, Lee County, Florida, in accordance with Chapter 718 of the Florida Statutes.

ARTICLE III.

The qualification of members of the Association shall be ownership of a condominium unit in KELLY GREENS VERANDAS CONDOMINIUM II and admission shall be automatic upon securing title to said condominium unit.

ARTICLE IV.

This corporation shall exist perpetually.

ARTICLE V.

The names and residences of the subscribers to these Articles of Incorporation are as follows:

GARY HAINES

43 Barkley Circle, Suite 101 Fort Myers, Florida 33907

GUSTAVO HEVIA

43 Barkley Circle, Suite 101 Fort Myers, Florida 33907

BRUCE UPTON

43 Barkley Circle, Suite 101 Fort Myers, Florida 33907

ARTICLE VI.

The affairs of the corporation are to be managed initially by a Board of three (3) Directors who will be elected each year at the annual meeting of the corporation as provided for in the By-Laws. At such time as the Developer has relinquished control of the corporation as provided by the Condominium Act, the Board may be composed of any odd number of Directors that they decide (as provided for in the By-Laws).

EXHIBIT "D"

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ARTICLE VII.

The names of the Officers and Directors who are to serve until the first election or appointment under the Articles of Incorporation are:

Gary Haines

President

Gustavo Hevia

Vice President

Bruce Upton

Secretary/Treasurer

ARTICLE VIII.

The By-Laws of the corporation are to be made, altered, amended or rescinded by a majority vote of the members and Directors of the corporation.

ARTICLE IX.

Amendments to the Articles of Incorporation may be proposed and adopted at any regular or specially called meeting of the members of the corporation or any annual meeting of the corporation.

ARTICLE X.

Each unit in the condominium shall have one (1) full vote, which vote shall be cast by a designated owner as provided for in the Declaration of Condominium.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XII.

This corporation shall have all the powers permitted by law together with such additional specific powers as are contained in the Declaration and By-Laws.

ARTICLE XIII.

No part of the net earnings of this corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance, or care of corporation's property or through the rebate of the excess membership dues, fees, or assessments.

ARTICLE XIV

The initial registered office of this corporation shall be located at 43 Barkley Circle, Suite 101, Fort Myers, Florida 33907 and the initial registered agent at that address is GARY HAINES.

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby agreed 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

GARY HAINES, REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this <u>9th</u> day of <u>March</u>, 1988.

GAEY HAINES (SEAL)

GUSTAVO HEVIA (SEAL)

BRUCE UPTON (SEAL)

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STATE OF FLORIDA COUNTY OF LEE

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared GARY HAINES, GUSTAVO HEVIA, and BRUCE UPTON known to me and known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my hand and seal this 9 day of Narch

Notary Public (SEAL)

My Commission Expires:

MOTARY PUBLIC STATE OF PLORIDA MY COMMISSION EXP. AUG 16,1989 BOMDEG THRU GENERAL INS. UND.