

**ARTICLES OF INCORPORATION
OF
VIZCAYA VILLAS HOMEOWNERS' ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

EFFECTIVE DATE

Article 1. NAME.

The name of the Corporation is:

6-7-93

VIZCAYA VILLAS HOMEOWNERS' ASSOCIATION, INC.

The principal place of business of this corporation shall be 4310 Metro Parkway, Suite 201, Ft. Myers, Florida 33916.

Article 2. NOT FOR PROFIT.

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3. DURATION.

The duration (term) of the Corporation is perpetual.

Article 4. PURPOSES.

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To enforce the Declaration of Restrictions, Easements and Covenants of Vizcaya Villas (the "Declaration"), consisting of villas in Lee County, Florida, to be the Association referred to in said Declaration, and to assess Villa Owners in accordance with said Declaration.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. LIMITATION.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 6. MEMBERS.

The Corporation shall have Voting Members who shall be selected as provided in the Bylaws and shall have all the rights and privileges of members of the Corporation. The Bylaws shall also provide for Nonvoting Members, who shall consist of all of those persons who are, from time to time, the record fee simple title holders of Villas in Vizcaya Villas, consisting of Villas as set forth in the Declaration of Restrictions, Easements and Covenants of Vizcaya Villas recorded in the Public Records of Lee County, Florida, which are constructed upon portions of the real property legally described in Exhibit "A" attached hereto. The Nonvoting Members shall have such rights and privileges as are set forth in the Bylaws, but shall not have the right to vote. The Developer of Vizcaya Villas shall transfer control of the Association to the Villa Owners not later than (a) sixty (60) days after the Developer has sold the last Villa to its final retail purchaser, or (b) five (5) years after the date of the Declaration, whichever is later; and each Villa Owner shall thereafter be a Voting Member of the Association and its voting privileges cannot thereafter be suspended or removed as long as it remains a Villa Owner. The name and address of each initial Voting Member is as follows:

Name	Address
Eric Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Brian Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Mark Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916

Article 7. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial Registered Office of the Corporation is 290 N.W. 165th Street, Ph #4-CitiCentre, Miami, Florida 33169 and the name of its initial Registered Agent at that address is Mark Feinstein, Esq.

Article 8. INITIAL BOARD OF DIRECTORS.

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members

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shall elect the Directors at the annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Name	Address
Eric Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Brian Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Mark Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916

ARTICLE 9. OFFICERS.

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Office	Name and Address
President	Eric Feinstein 4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Vice-President	Brian Feinstein 4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Secretary/Treasurer	Mark Feinstein 4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916

Article 10. INCORPORATORS.

The name and address of each Incorporator (Subscriber) is as follows:

Name	Address
Eric Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Brian Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916
Mark Feinstein	4310 Metro Parkway - Suite 201 Ft. Myers, Florida 33916

Article 11. BYLAWS.

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may altered, amended or rescinded by the Board of Directors.

Article 12. AMENDMENT.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article 13. INDEMNIFICATION.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 14. COMMENCEMENT OF CORPORATE EXISTENCE.

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 7 day of June, 1993.

INCORPORATORS

Eric Feinstein
ERIC FEINSTEIN

Brian Feinstein
BRIAN FEINSTEIN

Mark Feinstein
MARK FEINSTEIN

STATE OF FLORIDA)
 : SS
COUNTY OF)

The foregoing was acknowledged before me this 7th day of June, 1993, by ERIC FEINSTEIN, BRIAN FEINSTEIN and MARK FEINSTEIN, who are personally known to me or who have produced _____ as identification and who did take an oath.

Darlyn D. Freeman
Print name: DARLYN D. FREEMAN
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXT. AUG. 16, 1995
BONDED THRU GENERAL INS. UND.