

ARTICLES OF INCORPORATION
OF
THE ROOKERY COMMUNITY ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

COPY

We, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the "Association") is THE ROOKERY COMMUNITY ASSOCIATION, INC.

ARTICLE II

The specific primary purposes for which the Association is formed are:

1. To provide for the ownership and maintenance in a natural or semi-natural state for beautification and green belt purposes of the Preserve Area as shown on the plat of The Rookery recorded in Plat Book 38, Pages 58 through and including 60 of the public records of Lee County, Florida (the "Plat"), to provide for the ownership and maintenance for beautification and drainage purposes of the Lake, as shown on the Plat, to provide for landscaping and maintenance of the medians and right of way at entrance to the Rookery as provided in Declaration of Covenants, Conditions, Restrictions and Easements (the "Declaration") applicable to The Rookery, to be recorded in the public records of Lee County, Florida; and

2. To provide for the architectural control of the real property as shown on the Plat and to promote the health, safety and welfare of the occupants of the lots as shown on the Plat.

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In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration applicable to The Rookery.

(b) Assess, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including expenses incidental to the conduct of the business of the Association, and also including all licenses, taxes, or governmental charges levied on or imposed against the Association as well as insurance maintained by the Association.

(c) Acquire, own, maintain, convey, sell, lease, transfer, or otherwise dispose of personal property in connection with the affairs of the Association.

(d) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a vested present fee or undivided fee interest in any lot shown on the Plat shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and residence address of each subscriber is:

Eric C. Miller	7920-308 College Parkway Ft. Myers, FL 33907
Rodney Benson	7920-308 College Parkway Ft. Myers, FL 33907
JoAnn Southern	7920-308 College Parkway Ft. Myers, FL 33907

ARTICLE VI

The affairs of the Association shall be managed by a board of directors, a president and vice president, who shall at all times be members of the board of directors, and a secretary and treasurer. One person may hold one or more of such offices. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

President	Eric C. Miller
Vice President	Rodney Benson
Treasurer	JoAnn Southern
Secretary	JoAnn Southern

ARTICLE VII

The number of persons constituting the first board of directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as directors until the first election which shall be held at the first annual meeting of the Association are:

Eric C. Miller	7920-308 College Parkway Ft. Myers, FL 33907
Rodney Benson	7920-308 College Parkway Ft. Myers, FL 33907
JoAnn Southern	7920-308 College Parkway Ft. Myers, FL 33907

Election of directors, except for the first board of directors of the Association, shall be held at the annual meeting of the Association. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Association, but shall never be less than three nor more than five.

ARTICLE VIII

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of and present at such meeting except that the initial bylaws of the Association shall be made and adopted by the board of directors.

ARTICLE IX

Amendments to these articles of incorporation may be proposed by any member of the Association. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds of each class of members existing at the time of, and present at such meeting.

ARTICLE X

The Association shall have two classes of voting members as follows:

Class A Members. Class A members shall be all owners of lots (the "Lots") as shown on the Plat with the exception of National Property Development Corporation, a Florida corporation, (the "Developer") so long as Class B membership shall exist, and shall be entitled to one vote for each Lot owned provided, however there shall be no vote by virtue of owning a portion of a Lot but, rather, the Owner of the resulting Lot, so subdivided, shall be entitled to such vote. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot owned by Class A members.

Class B Members. The Class B member shall be the Developer, who, until such time as its Class B membership is terminated shall have sole voting rights in the Association and the Class A members shall have

no voting rights except for altering or amending these Articles of Incorporation or bylaws of the Association as above provided.

The Class B membership shall cease and be converted to Class A membership when (i) the Developer so elects by written notice to the Association or (ii) the Developer has conveyed all Lots in The Rookery now owned by Developer to unrelated third parties.

ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XII

Every directors and every other officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reasons of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII

The registered office of the corporation shall be at 7920-308 College Parkway, Ft. Myers, Florida 33907, and the registered agent at such address shall be Eric C. Miller.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 13TH day of APRIL, 1987.

E.C. Miller (SEAL)
Eric C. Miller

R.E. Benson (SEAL)
Rodney Benson

JoAnn Southern (SEAL)
JoAnn Southern

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13TH day of April, 1987 by Eric C. Miller.

Bruce M. Whipple
Notary Public, State of Florida
My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires June 2, 1988

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13 day of April, 1987 by Rodney Benson.

Bruce M. Whipple
Notary Public, State of Florida
My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires June 2, 1988

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13 day of April, 1987 by JoAnn Southern.


Bruce M. Whipple
Notary Public, State of Florida
My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires June 2, 1987

CERTIFICATE

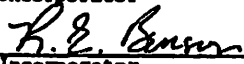
**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is
submitted:

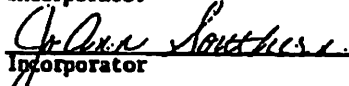
That The Rookery Community Association, Inc., desiring to
organize under the laws of the State of Florida with its registered
office, as indicated in the Articles of Incorporation, in the City of Ft.
Myers, County of Lee, State of Florida, has named Lewis Ansbacher, 100
National Financial Building, 4215 Southpoint Blvd., Jacksonville, County
of Duval, State of Florida, as its agent to accept service of process
within the State of Florida.



Incorporator



Incorporator



Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-named corporation, at the place designated in this Certificate, I
hereby accept such appointment and agree to act in this capacity, and
agree to comply with the provisions of law relating to keeping said
office open.



Registered Agent