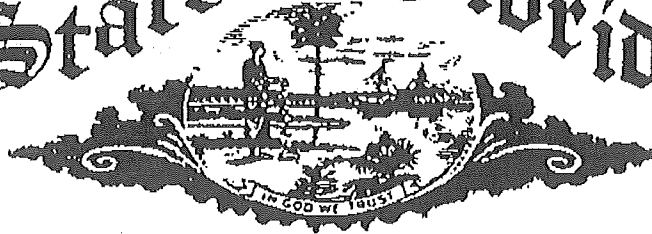


State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on December 3, 1993, for PELICAN LANDING COMMUNITY ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N27971.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Sixth day of December, 1993



CR2EO22 (2-91)

Handwritten signature of Jim Smith in cursive.

Jim Smith
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PELICAN LANDING COMMUNITY ASSOCIATION, INC.

FILED - 3 PM 2:13
PUBLIC RECORDS DIVISION
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of Pelican Landing Community Association, Inc., a Florida corporation not for profit, which was originally incorporated under the name Pelican's Nest Community Association, Inc., on August 19, 1988, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles, other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Pelican Landing Community Association, Inc., shall henceforth be as follows:

DR2453 P62715

ARTICLE I

NAME AND ADDRESS: The name of the Corporation, herein called the "Association", is "Pelican Landing Community Association, Inc." and the address of its principal office is 9200 Bonita Beach Road, S.E., Suite 101, Bonita Springs, FL 33923.

ARTICLE II

DEFINITIONS: All terms which are defined in the Amended and Restated Declaration and General Protective Covenants for Pelican Landing shall be used herein with the same meanings as defined in that Declaration, as it may be amended.

ARTICLE III

PURPOSES: The purposes for which the Association is organized are to promote the recreation, aesthetic enjoyment and social welfare of the Owners and occupants of the Properties, and to operate and maintain and own, as the case may be, the Areas of Common Responsibility in accordance with and pursuant to the Declaration, or any Supplement thereto, and to fulfill its obligations in accordance with and pursuant to the Declaration. The Association is not a "condominium association" as defined in Chapter 718, Florida Statutes.

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Naples, FL 33963

ARTICLE IV

GENERAL: The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and 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 under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration, the Bylaws or Chapter 617, Florida Statutes; and the Association shall have all of the powers and duties reasonably necessary to operate the Properties pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments, including capital assessments, annual assessments, special assessments, and resale capital assessments against members of the Association to defray the costs, expenses and losses of its operation, and to use the funds in the exercise of its powers and duties.
- (B) To adopt, amend, rescind and enforce reasonable rules and regulations to effectuate the purposes for which the Association is organized and to govern the use of the General Common Areas consistent with the Declaration.
- (C) To delegate power or authority where such is deemed in the interest of the Association.
- (D) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, except to the extent restricted in the Declaration.
- (E) To enter into contracts or agreements to carry out the purposes of the Association.
- (F) To charge fees for services rendered by the Association and for use of the Association's property when such is deemed appropriate by the Board of Directors.
- (G) To pay taxes and other charges, if any, on or against property owned, leased, or operated by the Association; and to maintain, repair, replace and operate the General Common Areas (including any General Common Area to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) and Preservation Areas in accordance with applicable governmental regulations, the Declaration, and any Supplements thereto.

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- (H) To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration, and the provisions of any Supplement.
- (I) To contract for professional management (the "Manager") which may be an individual, corporation, partnership or other entity, and to delegate to such Manager certain powers and duties of the Association.
- (J) To contract for the maintenance, security, administration and other functions to be carried out by the Association, and to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (K) To contract with governmental or quasi-governmental entities or property owners associations regarding maintenance and administration.
- (L) 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, these Articles of Incorporation and the Bylaws.

ARTICLE V

MEMBERS: The Association shall have two classes of voting membership:

- (A) Class A. Class "A" members shall be all Owners other than the Class "B" Member, if any. Class "A" Members are entitled to such vote(s) as are set forth in the Declaration, which shall be exercised as may be specified in the Bylaws.
- (B) Class B. The Class "B" member shall be Declarant. The rights of the Class "B" Member, including the right to approve or disapprove actions taken by the Association under the Declaration and Bylaws, are specified throughout the Declaration and Bylaws. The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors during the Class "B" Control Period. Class "B" membership shall terminate and become converted to Class "A" membership upon the first to occur of the following events:
 - (1) Two years after expiration of the Class "B" Control Period, as described in the Bylaws;

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EXHIBIT "C"

(2) When, in its sole discretion, the Declarant so determines.

(C) 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.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall 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 of the Association shall be elected or appointed by the Members as set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by 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 majority vote of the entire Board of Directors at its first meeting after the annual meeting of the Members of the Association. Officers serve at the pleasure of the Board.

ARTICLE VII

TERM: The term of the Association shall be perpetual.

ARTICLE VIII

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein. These Articles shall prevail in the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Bylaws.

ARTICLE IX

AMENDMENTS: Except as otherwise provided with regard to amendments during the Class "B" Control Period, amendments to these Articles shall 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 Voting Members representing at least one-fourth (1/4) of the Class "A" voting interests.
- (B) Procedure. If any amendment to these Articles is proposed by the Board or the Members, the proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given. Written notice of any proposed amendment given to the Members must contain the full text of the proposed amendment.
- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by a majority of the voting interests, or if it is approved in writing by a majority of the voting interests without a meeting, as provided for in the Bylaws.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as required for recording amendments to the Declaration or the Bylaws.
- (E) Declarant Consent. Notwithstanding the foregoing, during the Class "B" Control Period, no amendment to these Articles shall be effective to reduce, abridge, amend, affect or alter any provision related to the Declarant without the prior written consent of Declarant.
- (F) Amendments During Class "B" Control Period. Notwithstanding the foregoing, until the end of the Class "B" Control Period, an amendment to these Articles of Incorporation may be adopted at any meeting of the Board of Directors by a resolution adopted by a majority of the Directors, and no vote of the Class "A" Members is required.
- (G) Conflict. If there is any conflict or inconsistency between these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail. If there is any conflict or inconsistency between these Articles and the Bylaws, these Articles shall prevail.

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EXHIBIT "C"

CERTIFICATE

The undersigned, being the duly elected and acting President of Pelican Landing Community Association, Inc., hereby certifies that the foregoing were duly proposed and approved by the entire membership of the Board of Directors at a special meeting called for the purpose and held on the 1st day of December, 1993, in accordance with the requirements for amending the Articles of Incorporation, and that said vote is sufficient for their amendment. The foregoing amend and restate the amended Articles of Incorporation in their entirety. There were no members entitled to vote on the amendments.

Executed this 1 day of DECEMBER, 1993.

PELICAN LANDING COMMUNITY
ASSOCIATION, INC.

DLS
Douglas Schwartz, President

Attest:

(SEAL)

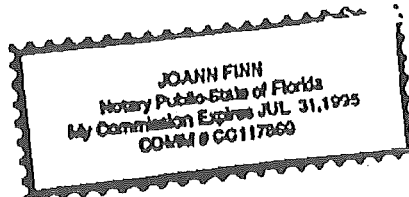
Vivien N. Hastings
Secretary Vivien N. Hastings

STATE OF FLORIDA
COUNTY OF LEE

Executed before me this 1st day of December, 1993, by Douglas Schwartz, President of Pelican Landing Community Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me and did not take an oath.

Joann Finn
Notary Public
Print name: Joann Finn

(SEAL)



THORSE COMMUNITIES OF NAPLES, II
801 Laurel Oak Drive, Suite 500
Naples, FL 33963

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