

**ARTICLES OF INCORPORATION
OF
THE FAIRWAYS OF HERONS GLEN ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is The Fairways of Herons Glen Association, Inc. ("Association").
2. Principal Office. The principal office of the Association is 2250 Avenida Del Vera, North Fort Myers, Florida 33917.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 1625 Hendry Street, Fort Myers, Florida 33901. The name of the Registered Agent of the Association is: Thomas B. Hart.
4. Definitions. A declaration titled Declaration of Restrictions and Covenants for The Fairways of Herons Glen (the "Declaration") will be recorded in the Public Records of Lee County, Florida, and shall govern all of the operations of a community to be known as The Fairways of Herons Glen. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of the Association. The Association is formed to: (a) perform the duties delegated to it in the Declaration; (b) administer the interests of the Association and the Owners; (c) promote the health, safety and welfare of the Owners.
6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:
 - 7.1. To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.
 - 7.2. To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association.
 - 7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.
 - 7.4. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

7.5. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.6. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, The Fairways of Herons Glen, lots and Homes as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.

7.7. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.8. To employ personnel and retain independent contractors to contract for management of the Association as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association.

7.9. To contract for services to be provided to, or for the benefit of, the Association and Owners as provided in the Declaration.

7.10. To establish committees and delegate certain of its functions to those committees.

8. Voting Rights. Owners shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than seven (7) members. Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held in the manner set forth in the Bylaws. The names and addresses of the current members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rachel Cecchini	20731 Kaidon Lane North Fort Myers, FL 33917
Frank Hallett	20790 Kaidon Lane North Fort Myers, FL 33917
David McDonald	20789 Kaidon Lane North Fort Myers, FL 33917
Lawrence Orr	20719 Kaidon lane North Fort Myers, FL 33917

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

11. Duration. The Association shall have perpetual existence.

12. Amendments.

These Articles may be amended with the approval of sixty-six and two-thirds percent (66 2/3%) of the Board and sixty-six and two-thirds percent (66 2/3%) of the members of the Association.

13. Limitations.

13.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Incorporator. The name and address of the Incorporator of this Corporation is: CHRISTOPHER J. SHIELDS, 1833 Hendry Street, Fort Myers, Florida 33901.

15. Officers.

The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	DAVID J. MCDONALD
Vice President:	RACHEL CECCHINI
Secretary:	FRANK HALLETT
Treasurer:	LAWRENCE ORR

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with the any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of a crime, gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at or participates in meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned being the Incorporator of this Association, has executed these Articles of Incorporation as of this ____ day of _____, 2013.