

SECOND AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF**

THE CAYMAN AT TARPON COVE NEIGHBORHOOD ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION .
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT**

These are the Second Amended and Restated Articles of Incorporation of The Cayman at Tarpon Cove Neighborhood Association, Inc., originally filed under the same name with the Florida Department of State on the 16th day of January 1997, under Charter Number N97000000250. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617 and 720, Florida Statutes.

The name and address of the current registered office is c/o Towne Properties, North Collier Corporate Center II, 1016 Collier Center Way, Suite 102, Naples, FL 34110. The Board of Directors may, from time to time, change the designation of the principal office, the mailing address of the corporation, the registered office and the registered agent, in the manner provided by law.

1. NAME. The name of the corporation is THE CAYMAN AT TARPON COVE NEIGHBORHOOD ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the “Corporation,” the Second Amended and Restated Declaration of Neighborhood Covenants for The Cayman at Tarpon Cove Neighborhood Association, Inc. as “Declaration,” these Second Amended and Restated Articles of Incorporation as the “Articles,” and the Second Amended and Restated Bylaws of the Corporation as the “Bylaws.”

2. PURPOSE. The purpose for which the Corporation is organized is to serve as a “Homeowners’ Association” as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the The Cayman at Tarpon Cove in accordance with the Declaration and other Governing Documents, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Parcels in The Cayman at Tarpon Cove.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration for The Cayman at Tarpon Cove recorded in the Public Records of Collier County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Corporation shall include the following:

4.1 General. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida and those set forth in the Act that are not in conflict with the provisions of the Declaration, these Articles or of the Bylaws.

4.2 Enumeration. The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against Living Units and Members as Owners of Living Units within The Cayman at Tarpon Cove, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Living Units, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

4.2.8 To employ personnel to perform the services required for proper operation of the Corporation, and to operate and maintain the areas of common responsibility.

4.2.9 To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred if first approved by two-thirds (2/3rds) of the total voting interests in the Association, who vote, in person or by proxy, at a duly called meeting of the membership.

4.2.10 To establish and maintain a reserve fund for capital improvements, repairs and replacements.

4.2.11 To establish additional officers and/or directors of the Corporation and to appoint all officers except as otherwise provided in the Bylaws.

4.2.12 To appoint committees as the Board of Directors may deem appropriate.

4.2.13 To collect delinquent Assessments by suit or otherwise, to abate nuisance and to fine, enjoin or seek damages from Members for violation of the provisions of the Corporation governing documents.

4.2.14 To bring suit and to litigate on behalf of the Corporation as may be desirable or necessary for the proper management of the Corporation.

4.3 Corporation property. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Corporation shall make no distribution of income to its Members, Directors or Officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS AND VOTING. The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 Owner Members. The Owner of every Living Unit shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Living Unit. Each such Owner shall notify this Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Member shall possess one vote for any Living Unit owned by such Member.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence; however, if the Association is dissolved, the property consisting of the Surface Water Management System will be conveyed to an appropriate agency of local government. If this is not accepted, then the Surface Water Management System will be dedicated to a similar non-profit corporation. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of the total voting interests of the Association.

7. OFFICERS. The affairs of the Corporation shall be administered by the officers

designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the Members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a Board consisting of the number of Directors determined by the Bylaws.

8.2 Duties and Powers. All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Corporation shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or by not less than twenty percent (20%) of the entire Voting Interests.

10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed may be adopted by a vote of a majority of the Voting Interests of the Corporation present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Governing Documents, may be executed by the Officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Collier County, Florida.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.