

ARTICLES OF INCORPORATION
OF
ROYAL-TEE HOMEOWNERS ASSOCIATION, INC.

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 ROYAL-TEE HOMEOWNERS ASSOCIATION INC.

ARTICLE II.

The purpose for which the corporation is organized is to perform all duties necessary to the operation, management, maintenance, care, protection, preservation and improvement of the property in the ROYAL-TEE SUBDIVISION as described on Exhibit A to the Declaration of Covenants, Conditions and Restrictions of ROYAL-TEE HOMEOWNERS ASSOCIATION, INC.

ARTICLE III.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, 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 mailing address of each subscriber is:

<u>Name</u>	<u>Address</u>
RON KAPELA	3434 Cleveland Avenue Fort Myers, FL 33901
DEAN BALLANTINE	3434 Cleveland Avenue Fort Myers, FL 33901
STEPHEN J. SLOAN	3434 Cleveland Avenue Fort Myers, FL 33901

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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, a Secretary and Treasurer. Such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the members.

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

<u>Name</u>	<u>Office</u>
RON KAPELA	President
DEAN BALLANTINE	Vice President
STEPHEN J. SLOAN	Secretary/Treasurer

ARTICLE VII.

The number of persons constituting the first Board of Directors of the Association shall be three (3), and thereafter, the membership shall consist of not more than nine (9), and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
RON KAPELA	3434 Cleveland Avenue Fort Myers, FL 33901
DEAN BALLANTINE	3434 Cleveland Avenue Fort Myers, FL 33901
STEPHEN J. SLOAN	3434 Cleveland Avenue Fort Myers, FL 33901

ARTICLE VIII.

The By-Laws 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 (2/3) of each class of members existing at the time of and present in person or by proxy at such meeting, except that the initial By-Laws 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

OR2 | 76 PGL4666

of two-thirds (2/3) of each class of voting members existing at the time of such meeting. No amendment shall be made to the Articles of Incorporation of the Association without the approval of the Developer, its successors or assigns, prior to the relinquishment of control of the Association by the Developer, its successors, nominees and assigns.

ARTICLE X.

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

Class A. Class A members shall be all owners with the exception of Declarant, as such term is defined in the Declaration and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of 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. The Class B member shall be the Owner, its successors and assigns of the ROYAL-TEE GOLF COURSE, who shall be entitled to a total of fifty (50) votes.

Class C. The Class C member shall be the Declarant as such term is defined in the Declaration, who shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

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.

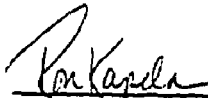
REGISTERED AGENT AND REGISTERED ADDRESS: The initial registered agent of the corporation shall be RON KAPELA, and

OR2 | 76 Pg4667

the initial registered address of the corporation shall be 3434 Cleveland Avenue, Fort Myers, Florida 33901.

Having been named to accept service of process for the above-stated corporation at place designated in this certificate I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

ACCEPTED:



RON KAPELA, REGISTERED AGENT

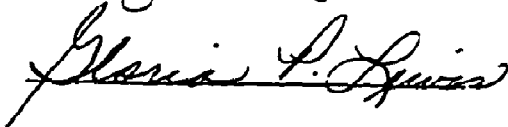
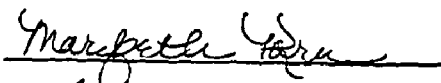
ARTICLE XIII.

EFFECTIVE DATE: The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XIV.

Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

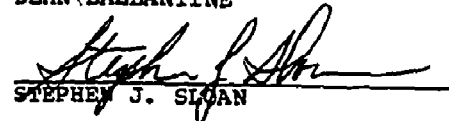
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 18th day of SEPTEMBER 1990.



RON KAPELA



DEAN BALLANTINE




STEPHEN J. SLOAN

OR2176 Pg4,668

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority personally appeared
RON KAPELA, DEAN BALLANTINE AND STEPHEN J. SLOAN, to me known to
be the persons described in and who executed the foregoing
Articles of Incorporation and acknowledged before me, according to
law, that they executed the same for the purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State above mentioned, this 18th day of
September, 1990.


Notary Public

My Commission Expires:

12-11-90

OR2176 P04669