

EXHIBIT A

**ARTICLES OF INCORPORATION
OF
SAN MIGUEL HOMEOWNERS'
ASSOCIATION, INC.**

Prepared By:
Marc I. Spencer, Esq.
Hillier & Wanless, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 6, 1994

CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301

The Articles of Incorporation for SAN MIGUEL HOMEOWNERS' ASSOCIATION, INC. were filed on October 5, 1994, effective on September 30, 1994, and assigned document number N94000004914. Please refer to this number whenever corresponding with this office.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Doris McDuffie
Corporate Specialist Supervisor
New Filings Section
Division of Corporations

Letter Number: 194A00044414

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

CR2E042

ARTICLES OF INCORPORATION
OF
SAN MIGUEL HOMEOWNERS'
ASSOCIATION, INC.
(A corporation not-for-profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 Florida Statutes (1991) and certifies as follows:

ARTICLE I
NAME

EFFECTIVE DATE
9-30-94

The name of the corporation shall be SAN MIGUEL HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "San Miguel Association"), having its principal office at 134 San Rafael Lane, Naples, Florida 33999, and its duration shall be perpetual, commencing on the date of execution of these Articles by the Incorporator.

ARTICLE II
PURPOSE

The purpose for which the San Miguel Association is organized is to engage as a non-profit organization to further the interests of Members, including without limitation maintenance of Areas of Common Responsibility and the protection of the property of the Members; to exercise all the powers and privileges and to perform all of the duties and obligations of the San Miguel Association under the Governing Documents, including without limitation the establishment and enforcement of the payment of Assessments and fines as provided in the San Miguel Declaration, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the San Miguel Declaration shall have the same meaning herein as therein.

ARTICLE III
POWERS

The powers of the San Miguel Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The San Miguel Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the San Miguel Declaration.

Section 2. Necessary Powers. Subject to any limitations contained in the Master Declaration, the San Miguel Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to fix, levy and collect Assessments against Units and Members, as provided for in the San Miguel Declaration.

B. The power to expend monies collected for the purpose of paying the expenses of the San Miguel Association.

C. The power to own, manage, control, operate, maintain, repair and improve the Common Areas.

D. The power to maintain the Areas of Common Responsibility.

E. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Areas of Common Responsibility.

F. The power to insure and keep insured the improvements within the Common Areas as provided in the San Miguel Declaration.

G. The power to employ the personnel required for the operation of the San Miguel Association and operating and maintaining of the Areas of Common Responsibility.

H. The power to pay utility bills for utilities serving the Common Areas as provided in the San Miguel Declaration.

I. The power to pay all taxes and assessments which are liens against the Common Areas as provided in the San Miguel Declaration.

J. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

K. The power to improve the Common Areas as provided in the Declaration, subject to the limitations set forth in the San Miguel Declaration.

L. The power to control and regulate the use of the Common Areas as provided in the San Miguel Declaration.

M. The power to make reasonable rules and regulations and to amend the same from time to time.

N. The power to enforce by any legal means the provisions of the San Miguel Documents.

O. The power to borrow money and the power to select depositories for the San Miguel Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws.

P. The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of the Areas of Common Responsibility. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the San Miguel Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.

Q. The power to contract for the management of the San Miguel Association and to delegate to the manager all of the powers and duties of the San Miguel Association, except with respect to those matters which must be approved by Members.

R. The power to establish additional officers and/or directors of the San Miguel Association and to appoint all officers except as otherwise provided in the By-Laws.

S. The power to appoint committees as the Board of Directors may deem appropriate.

T. The power to collect delinquent Assessments by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of San Miguel Documents.

U. The power to bring suit and to litigate on behalf of the San Miguel Association as may be desirable or necessary for the proper management of the San Miguel Association.

V. The power to adopt, alter and amend or repeal the By-Laws of the San Miguel Association as may be desirable or necessary for the proper management of the San Miguel Association.

W. The power to engage in any other activities which will foster, promote and advance the common interests of all Members.

X. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Y. The power to require all Owners of Units in San Miguel to become Members of the San Miguel Association.

Z. The power to take any other action necessary for the purposes for which the San Miguel Association is formed.

AA. The foregoing enumeration of powers shall not limit or restrict the exercise of other and further powers which are contained in the Governing Documents or which may now or hereafter be permitted by law.

Section 3. Funds and Title to the Properties. All funds and title to all properties acquired by the San Miguel Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the San Miguel Declaration and the By-Laws. No part of the income, if any, of the San Miguel Association shall be distributed to the Members, directors, or officers of the San Miguel Association.

Section 4. Limitations. The powers of the San Miguel Association shall be subject to and be exercised in accordance with the provisions of the San Miguel Declaration and the Master Declaration.

ARTICLE IV MEMBERSHIP

Qualification for, and admission to, membership in the San Miguel Association shall be regulated by the San Miguel Declaration.

ARTICLE V BOARD OF DIRECTORS

The affairs of the San Miguel Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Paul Jacobson	134 San Rafael Lane Naples, Florida 33999
Richard M. Jones	400 Fifth Avenue South, Suite 201 Naples, Florida 33940
Frank Neubek	1400 Gulf Shore Boulevard North Naples, Florida 33940

The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the San Miguel Association.

**ARTICLE VI
INDEMNIFICATION OF OFFICERS
DIRECTORS AND COMMITTEE MEMBERS**

The San Miguel Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as amended from time to time, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of the Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrator of such a person and an adjudication of liability shall not affect the right of indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the San Miguel Association may be entitled.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of the San Miguel Association is:

<u>Name</u>	<u>Address</u>
Paul Jacobson	134 San Rafael Lane Naples, Florida 33999

**ARTICLE VII
BY-LAWS**

The By-Laws of the San Miguel Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the San Miguel Declaration.

**ARTICLE IX
AMENDMENT**

These Articles may be amended only upon the affirmative vote of seventy five percent (75%) or more of the votes of Members at a duly called meeting of the Members.

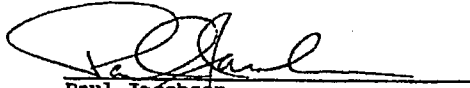
**ARTICLE X
CONSTRUCTION**

These Articles and the By-Laws of the San Miguel Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Master Declaration and the San Miguel Declaration. In the event of any conflict between the terms of the Master Declaration, the San Miguel Declaration, the Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Master Declaration, the San Miguel Declaration, the Articles and the By-Laws.

**ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Paul Jacobson, and the street address of the registered office of the Association shall be 134 San Rafael Lane, Naples, Florida 33999.

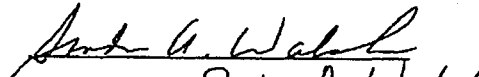
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of September, 1994.

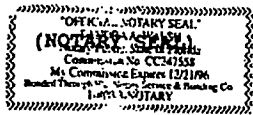

Paul Jacobson

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING Articles of Incorporation were acknowledged before me by Paul Jacobson, the incorporator named therein. He is personally known to me or produced a current driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my seal under the law of the State of Florida, this 30 day of September, 1994.


Printed Name: Sandra A. Walsh
State of Florida at Large
My Commission Expires: 12/21/96



JSN\VNDRS\HO\AI

**CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

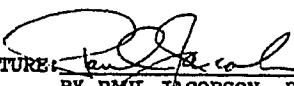
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94 OCT -5 PM 12:56
SECURITY DIVISION
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED

FIRST--THAT SAN MIGUEL HOMEOWNERS' ASSOCIATION, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, DESIGNATES ITS PRINCIPAL PLACE OF BUSINESS AS 134 SAN
RAFAEL LANE, NAPLES, FLORIDA 33999.

SECOND--THAT SAN MIGUEL HOMEOWNERS' ASSOCIATION, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, DESIGNATES PAUL JACOBSON LOCATED AT 134 SAN RAFAEL LANE,
NAPLES, FLORIDA 33999 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SAN MIGUEL HOMEOWNERS'
ASSOCIATION, INC.

SIGNATURE: 
BY PAUL JACOBSON, PRESIDENT

DATE: September 30, 1994

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO
COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
PAUL JACOBSON

DATE: September 30, 1994

EXHIBIT B

**BY-LAWS
OF
SAN MIGUEL HOMEOWNERS'
ASSOCIATION, INC.**

Prepared By:
Marc I. Spencer, Esq.
Hillier & Wanless, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1100
West Palm Beach, Florida 33401

TABLE OF CONTENTS

	<u>Page</u>
I. Identity.....	1
Section 1 Name	
Section 2 Principal Office	
Section 3 Seal	
Section 4 Emblem	
Section 5 Adoption	
Section 6 Definitions	
II. Powers and Duties.....	1
III. Membership.....	2
IV. Members' Meetings.....	2
Section 1 Date and Place of Meeting	
Section 2 Annual Meetings	
Section 3 Special Meetings	
Section 4 Notice of Meetings	
Section 5 Quorum	
Section 6 Adjournment of Meetings	
Section 7 Vote Required	
Section 8 Conduct of Meetings	
Section 9 Action Without a Meeting	
V. Election of Directors.....	3
Section 1 Number of Directors	
Section 2 Election	
Section 3 Cumulative Voting	
Section 4 Qualifications for Election	
Section 5 Declaration Director	
Section 6 Nomination of Directors	
Section 7 Removal of Directors and Vacancies	
Section 8 Compensation	
VI. Meetings of Board of Directors.....	5
Section 1 Annual Organizational Meeting	
Section 2 Regular Meetings	
Section 3 Special Meetings	
Section 4 Waiver of Notice	
Section 5 Quorum of Board of Directors	
Section 6 Conduct of Meetings	
Section 7 Open Meetings	
Section 8 Telephone Meeting	
Section 9 Action Without a Meeting	

VII. Officers.....	7
Section 1 Officers	
Section 2 Election, Term of Office, and Vacancies	
Section 3 Removal	
Section 4 Resignation	
VIII. Appointment of Neighborhood Representative.....	7
IX. Duties of Officers.....	7
Section 1 President	
Section 2 Vice President	
Section 3 Secretary	
Section 4 Treasurer	
X. Committees.....	9
Section 1 Committees	
Section 2 Powers of Committees	
XI. Discipline.....	9
Section 1 Enforcement	
Section 2 Notice	
Section 3 Hearing	
Section 4 Additional Enforcement Rights	
XII. Fiscal Management.....	10
Section 1 Fiscal Year	
Section 2 Depositories	
Section 3 Expenses	
Section 4 Reserve Accounts	
Section 5 Budget	
Section 6 Fidelity Bonds	
Section 7 Accounts and Reports	
Section 8 Agreements, Contracts, Deeds, Leases, Checks, etc.	
Section 9 Books and Records	
Section 10 Insurance	
XIII. Miscellaneous.....	13
Section 1 Parliamentary Rules	
Section 2 Construction	
Section 3 Validity	
Section 4 Notices	
Section 5 Amendments	