Articles of Incorporation

BERMUDA ROYALE CONDOMINIUM ASSOCIATION INC

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on August 19, 2003, to Articles of Incorporation for BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H03000256721. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N03000006960.

Authentication Code: 203A00047218-082003-N03000006960-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twentieth day of August, 2003

Glenda E. Hood

Glenda E. Hood
Secretary of State

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 20, 2003

BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC.
2190 J&C BLVD
NAPLES, FL 34109

Re: Document Number N03000006960

The Articles of Amendment to the Articles of Incorporation for BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC., a Florida corporation, were filed on August 19, 2003.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H03000256721.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Darlene Connell
Document Specialist
Division of Corporations

Letter Number: 203A00047218

State of Florida

Department of State

I certify from the records of this office that BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on August 13, 2003.

The document number of this corporation is N03000006960.

I further certify that said corporation has paid all fees due this office through December 31, 2003, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 203A00047218-082003-N03000006960-1/1, noted below.

Authentication Code: 203A00047218-082003-N03000006960-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twentieth day of August, 2003

Glenda E. Hood

Glenda E. Hood
Secretary of State

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC.

Bermuda Royale Condominium Association, Inc. ("Association") is filing these Articles of Amendment to Articles of Incorporation pursuant to Section 617.1006, Florida Statutes.

1. The Articles of Incorporation of the Association were amended as follows:

   In Article 7, Board of Directors, Kathryn T. Oliver is deleted as an initial director of the Association and in her place is inserted Maria T. Diaz as follows:

   ~~Kathryn T. Oliver~~
   Maria T. Diaz

   In Article 8, Officers, Kathryn T. Oliver is deleted as the initial secretary of the Association and in her place is inserted Maria T. Diaz as follows:

   ~~Kathryn T. Oliver~~
   Maria T. Diaz

   Note: Words deleted are stricken through with a single line and new words are underlined.

2. The foregoing Amendments were duly adopted by the unanimous consent of all members at a meeting held on August 15, 2003.

3. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Association has executed these Articles of Amendment on August 15, 2003.

BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC.

By: Steven J. Mullersman
Steven J. Mullersman
Its: President

412775_1

State of Florida

Department of State

I certify from the records of this office that BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on August 13, 2003.

The document number of this corporation is N03000006960.

I further certify that said corporation has paid all fees due this office through December 31, 2003, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 803A00046259-081403-N03000006960-1/1, noted below.

Authentication Code: 803A00046259-081403-N03000006960-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of August, 2003

Glenda E. Hood
Secretary of State

State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on August 13, 2003, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H03000252926. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N03000006960.

Authentication Code: 803A00046259-081403-N03000006960-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of August, 2003

Glenda E. Hood

Glenda E. Hood
Secretary of State

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 14, 2003

BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC.
2190 J&C BLVD
NAPLES, FL 34109

The Articles of Incorporation for BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. were filed on August 13, 2003, and assigned document number N03000006960. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H03000252926.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. 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 questions regarding corporations, please contact this office at the address given below.

Becky McKnight
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 803A00046259

ARTICLES OF INCORPORATION

OF

BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by Paul K. Heuerman, as sole incorporator, for the purposes set forth below.

ARTICLE 1
Name

The name of the corporation (the Association) is BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. The address of the corporation's principal office is 2190 J&C Boulevard, Naples, Florida 34109, and the mailing address of the corporation is 2190 J&C Boulevard, Naples, Florida 34109.

ARTICLE 2
Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (Chapter 718, Florida Statutes) for the operation of Bermuda Royale, a Condominium, located in Collier County, Florida.

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 of the Association. 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, except as limited or modified by these Articles, the Declaration of Condominium for the Condominium or the Florida Condominium Act, as they may hereafter be amended from time to time, including without limitation, the following:

a. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

b. To protect, maintain, repair, replace and operate the Condominium Property, including the Common Elements and Association property.

c. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its members.

d. To reconstruct improvements after casualty and to make further improvements of the property.

e. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements and the operation of the Association.

f. To approve or disapprove the transfer of ownership, leasing, ownership and occupancy of Units, as provided by the Declaration of Condominium.

g. To enforce the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.

h. To contract for the management and maintenance of the Condominium and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration of Condominium or the Florida Condominium Act to be exercised by the Board of Directors or the membership of the Association.

i. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

j. To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation or other use or benefit to the Unit Owners.

k. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

l. To acquire title to property or otherwise hold, convey, lease and mortgage Association Property for the use and benefit of its members.

m. To sue and be sued, complain and defend in its corporate name with respect to the exercise or non-exercise of its powers.

n. To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

o. Operate and maintain common elements and Association property, specifically the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

p. Establish rules and regulations.

q. Contract for services to provide the services for operation and maintenance.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE 3
Membership

The members of the Association shall be all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. After termination of the Condominium the members shall consist of those who are members at the time of such termination.

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 said member's Unit.

The Owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE 4
Term

The term of the Association shall be perpetual.

ARTICLE 5
Bylaws

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE 6
Amendments

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 Board or upon petition of the owners of one-fourth (1/4th) of the Units by instrument, in writing, signed by them.

b. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

c. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the Voting Interests at any annual or special meeting, or by approval in writing of a majority of the Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

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 Collier County, Florida.

ARTICLE 7
Board of Directors

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 other determination, shall consist of three (3) Directors.

Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

The initial Directors of the Association shall be:

Name	Address
Steven J. Mullersman	2190 J&C Boulevard Naples, Florida 34109
Kathryn T. Oliver	2190 J&C Boulevard Naples, Florida 34109
Nelson K. Marteny	2190 J&C Boulevard Naples, Florida 34109

ARTICLE 8
Officers

The business of the Association shall be conducted by the officers designed by the Bylaws. The names and addresses of the initial officers of the Association shall be:

Office	Name	Address
President	Steven J. Mullersman	2190 J&C Boulevard Naples, Florida 34109

Vice President/Treasurer	Nelson K. Marteny	2190 J&C Boulevard Naples, Florida 34109
Secretary	Kathryn T. Oliver	2190 J&C Boulevard Naples, Florida 34109

ARTICLE 9
Registered Agent

The initial registered agent and registered office of the Association shall be:

Paul K. Heuerman, Esquire
Roetzel & Andress, L.P.A.
850 Park Shore Drive
Trianon Centre – 3rd Floor
Naples, Florida 34103

ARTICLE 10
Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

a. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

b. A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.

c. A transaction from which the director or officer derived an improper personal benefit.

d. Wrongful conduct by directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of August, 2003.

Paul K. Heuerman

AUDIT NO. (((H03000252926 8)))

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 617, Florida Statutes.

Paul K. Heuerman

Date: August 13, 2003

378772_3

AUDIT NO. (((H03000252926 8)))

EXHIBIT C

ARTICLES OF INCORPORATION OF ASSOCIATION

ARTICLES OF INCORPORATION

OF

BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by Paul K. Heuerman, as sole incorporator, for the purposes set forth below.

ARTICLE 1
Name

The name of the corporation (the Association) is BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. The address of the corporation's principal office is 2190 J&C Boulevard, Naples, Florida 34109k, and the mailing address of the corporation is 2190 J&C Boulevard, Naples, Florida 34109.

ARTICLE 2
Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (Chapter 718, Florida Statutes) for the operation of Bermuda Royale, a Condominium, located in Collier County, Florida.

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 of the Association. 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, except as limited or modified by these Articles, the Declaration of Condominium for the Condominium or the Florida Condominium Act, as they may hereafter be amended from time to time, including without limitation, the following:

a. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

b. To protect, maintain, repair, replace and operate the Condominium Property, including the Common Elements and Association property.

c. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its members.

d. To reconstruct improvements after casualty and to make further improvements of the property.

e. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements and the operation of the Association.

f. To approve or disapprove the transfer of ownership, leasing, ownership and occupancy of Units, as provided by the Declaration of Condominium.

g. To enforce the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.

h. To contract for the management and maintenance of the Condominium and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration of Condominium or the Florida Condominium Act to be exercised by the Board of Directors or the membership of the Association.

i. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

j. To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation or other use or benefit to the Unit Owners.

k. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

l. To acquire title to property or otherwise hold, convey, lease and mortgage Association Property for the use and benefit of its members.

m. To sue and be sued, complain and defend in its corporate name with respect to the exercise or non-exercise of its powers.

n. To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

o. Operate and maintain common elements and Association property, specifically the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

p. Establish rules and regulations.

q. Contract for services to provide the services for operation and maintenance.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE 3
Membership

The members of the Association shall be all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. After termination of the Condominium the members shall consist of those who are members at the time of such termination.

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 said member's Unit.

The Owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE 4
Term

The term of the Association shall be perpetual.

ARTICLE 5
Bylaws

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE 6
Amendments

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 Board or upon petition of the owners of one-fourth (1/4th) of the Units by instrument, in writing, signed by them.

b. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

c. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the Voting Interests at any annual or special meeting, or by approval in writing of a majority of the Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

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 Collier County, Florida.

ARTICLE 7
Board of Directors

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 other determination, shall consist of three (3) Directors.

Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

The initial Directors of the Association shall be:

Name	Address
Steven J. Mullersman	2190 J&C Boulevard Naples, Florida 34109
Kathryn T. Oliver	2190 J&C Boulevard Naples, Florida 34109
Nelson K. Marteny	2190 J&C Boulevard Naples, Florida 34109

ARTICLE 8
Officers

The business of the Association shall be conducted by the officers designed by the Bylaws. The names and addresses of the initial officers of the Association shall be:

Office	Name	Address
President	Steven J. Mullersman	2190 J&C Boulevard Naples, Florida 34109

Vice President/Treasurer	Nelson K. Marteny	2190 J&C Boulevard Naples, Florida 34109
Secretary	Kathryn T. Oliver	2190 J&C Boulevard Naples, Florida 34109

ARTICLE 9
Registered Agent

The initial registered agent and registered office of the Association shall be:

Paul K. Heuerman, Esquire
Roetzel & Andress, L.P.A.
850 Park Shore Drive
Trianon Centre – 3rd Floor
Naples, Florida 34103

ARTICLE 10
Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

a. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

b. A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.

c. A transaction from which the director or officer derived an improper personal benefit.

d. Wrongful conduct by directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of _____, 2002.

_____

Paul K. Heuerman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BERMUDA ROYALE CONDOMINIUM ASSOCIATION, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 617, Florida Statutes.

_____
Paul K. Heuerman

Date: _____, 2002

378772_3