

**ARTICLES OF INCORPORATION FOR
SANDOVAL
COMMUNITY ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, and certify as follows:

Article 1. Name. The name of the Corporation is Sandoval Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 9990 Coconut Road, Suite 200, Bonita Springs, Florida 34135.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Sandoval recorded or to be recorded by Cape Coral Development Associates, LLC, in the Official Records of Lee County, Florida, as the same may be amended from time to time ("Declaration").

Article 4. Purposes. The purposes for which the Association is organized are:

A. To be the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws"), and as provided by law; and

B. To provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 5. Powers. The powers of the Association include and the Association is governed by the following provisions:

A. The Association has all of the powers conferred upon a not for profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association, pursuant to the Declaration, other covenants, easements or contracts, has a right or duty to provide such services including without limitation, the Surface Water Management System;

(iii) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting the Properties to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) to enter into, perform, or enforce contracts of every kind and description, and to do all other acts necessary or advisable in carrying out any purpose of the Association, with or in conjunction with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, amend and repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

(x) to provide any and all supplemental municipal services to the real property subject to the Declaration as the Board may determine necessary or proper; and

(xi) to sue and be sued.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

B. The Association shall not distribute income to its members, directors, or officers.

Article 6. Members.

A. The Owner of each Unit is a member of the Association and is entitled to vote in accordance with and subject to the restrictions set forth in the Declaration, except there is no vote for any Unit owned by the Association. The manner of exercising voting rights is set forth in the Declaration and in the By-Laws.

B. Change of membership in the Association shall be established by recording in the Official Records of Lee County, Florida, a deed or other instrument establishing record title to a Unit subject to the Declaration. Upon such recordation, the Owner designated by such instrument becomes a member of the Association and the membership of the prior Owner terminates.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Unit.

Article 7. Term. The Association shall have perpetual duration.

Article 8. Directors.

A. The Board of Directors shall conduct and manage the affairs of the Association. The initial Board of Directors consists of three directors. The number of directors may be increased in accordance with the By-Laws.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Katherine C. Green
9990 Coconut Road
Suite 200
Bonita Springs, Florida 34135

David H. Graham
9990 Coconut Road
Suite 200
Bonita Springs, Florida 34135

Harvey R. Schestag
9990 Coconut Road
Suite 200
Bonita Springs, Florida 34135

C. The method of election, removal, and filling of vacancies on the Board and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, determines.

Article 9. By-Laws. The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent permitted by the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

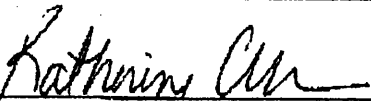
Article 11. Amendments. Until termination of the Class "B" membership, Declarant may unilaterally amend these Articles for any purposes. Thereafter, amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, no amendment may be in conflict with the Declaration.

Article 12. Dissolution. In the event the Association is dissolved for any reason, any remaining property, shall be granted, conveyed and assigned to a not-for-profit corporation, association, trust, or other responsible entity devoted to similar purposes.

Article 13. Incorporator. The name of the incorporator of the Association is Katherine C. Green and such incorporator's address is 9990 Coconut Road, Suite 200, Bonita Springs, Florida 34135.

Article 14. Registered Agent and Office. The initial registered office of the Corporation is 9990 Coconut Road, Suite 200, Bonita Springs, Florida 34135, and the initial registered agent at such address is Harvey R. Schestag.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of November, 2003.


Katherine C. Green, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Sandoval Community Association, Inc.

2. The name and address of the registered agent and office is:

Harvey R. Schestag
9990 Coconut Road, Suite 200
Bonita Springs, Florida 34135

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Harvey R. Schestag

Date

11/24/03