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Florida Dept of State

State of Florida

EXHIBIT B



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PASEO MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on May 17, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000136895. 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 N06000005403.

Authentication Code: 106A00035218-051906-N06000005403-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of May, 2006



Sue M. Cobb
Sue M. Cobb
Secretary of State

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**ARTICLES OF INCORPORATION
OF
PASEO MASTER HOMEOWNERS' ASSOCIATION, INC.**

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
Corporate Name**

The name of the corporation is Paseo Master Homeowners' Association, Inc., hereinafter called the "Association".

**ARTICLE II
Address**

The initial mailing address of the Association shall be **4501 Tamiami Trail North, Suite 300, Naples, Florida 34103**. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PASEO, referred to hereinafter as the "Declaration") according to the provisions of the Declaration and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Lee County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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- (d) To maintain, repair and operate the property of the Association;
- (e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Owners;
- (f) To reconstruct improvements after casualty and make further improvements upon the Association property;
- (g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;
- (h) To employ personnel to perform the services required for proper operation of the Association;
- (i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association;
- (j) To sue and be sued;
- (k) And all the powers set forth in Florida Statute Chapters 617 and 718.

ARTICLE IV Membership

Section 1. Membership Generally: No person except an Owner or the Declarant (as such terms are defined in the Declaration) is entitled to membership in the Association, and all Owners and the Declarant, regardless of whether such Declarant is also an Owner, shall be either Class A or Class B members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a residential lot that is subject to assessment under the Declaration, except the Declarant, shall be a Class A member of the Association. Each Class A membership shall be appurtenant to the residential Lot and/or Dwelling Unit (as such terms are defined in the Declaration) owned by such Class A member and shall be transferred automatically by a conveyance of record title to such Lot and/or Dwelling Unit. An Owner of more than one Lot or Dwelling Unit is entitled to one Class A membership for each residential Lot and Dwelling Unit to which such Owner holds record title. If more than one person holds an interest in any residential Lot or Dwelling Unit, all such persons shall be members; provided however, that only one (1) vote shall be cast with respect to any one (1) residential Lot or Dwelling Unit. No person other than an Owner may be a Class A member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the residential Lot or Dwelling Unit to which it is appurtenant.

Section 3. Class B Membership: The Declarant shall be a Class B member of the Association. The Class B membership shall terminate and be converted to Class A membership upon the happening of either of the following, whichever occurs first:

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(a) Three (3) months after ninety percent (90%) of the residential Lots and Dwelling Units have been conveyed to third party purchasers other than the Developer or Builders (as defined in the Declaration); or

(b) As otherwise set forth in the Declaration.

Upon termination of Class membership, all provision of the Declarations, Articles, or Bylaws referring to Class B membership shall be without further force or effect, except as otherwise expressly set forth therein.

ARTICLE V Voting Rights

Section 1. Class A Voting: All Class A members shall be entitled to one (1) vote for each Lot and/or Dwelling Unit owned. If more than one (1) person holds record title to a Lot or Dwelling Unit, there shall be only one (1) vote cast with respect to such Lot or Dwelling Unit, exercised as the Owners determine among themselves.

Section 2. Class B Voting: The Class B members shall be entitled to five (5) votes for each Lot and Dwelling Unit owned. In addition, until such time as the Class B membership is converted to Class A membership in accordance with the Declaration, the Class B membership shall have a right of veto on all questions coming before the membership for a vote thereon.

ARTICLE VI Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

<u>Name</u>	<u>Address</u>
Blaine Spivey	4501 Tamiami Trail North, Suite 300 Naples, FL 34103
Sandy Houldsworth	4501 Tamiami Trail North, Suite 300 Naples, FL 34103
Valerie Schechinger	4501 Tamiami Trail North, Suite 300 Naples, FL 34103

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**ARTICLE VII
Officers**

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	Blaine Spivey
Vice President	Sandy Houldsworth
Secretary/Treasurer	Valerie Schechinger

**ARTICLE VIII
Indemnification**

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

**ARTICLE IX
Bylaws**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

**ARTICLE X
Dissolution**

The Association may be dissolved upon written assent signed by members holding not less than one hundred percent (100%) of the total number of votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, including the water management system, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event

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that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XI
Term

The term of the Association shall be perpetual.

ARTICLE XII
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of 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.

Section 2. Vote: Prior to the Turnover Date (as defined in the Declaration), the Declarant shall have the right to amend these Articles in any manner deemed appropriate by the Declarant, except as expressly limited below. Following the Turnover Date, a resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of the Association.

ARTICLE XIII
Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

Blaine Spivey
Stock Development
4501 Tamiami Trail North, Suite 300
Naples, Florida 34103

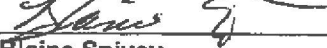
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**ARTICLE XIV
REGISTERED OFFICE AND AGENT**

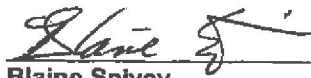
The street address of the initial registered office of this corporation is **4501 Tamiami Trail North, Suite 300, Naples, FL 34103**, and the name of the initial registered agent of this corporation is **Blaine Spivey**.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 17th day of MAY, 2006.

By: 
Blaine Spivey
Its: Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Blaine Spivey
Registered Agent

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