FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 11, 2001

STEVEN M. FALK
ROETZEL & ANDRESS
850 PARK SHORE DRIVE
NAPLES, FL 34103

Re: Document Number N22504

The Amended and Restated Articles of Incorporation for KELLY GREENS MASTER ASSOCIATION, INC., a Florida corporation, were filed on April 6, 2001.

Should you have any questions concerning this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Teresa Brown
Corporate Specialist
Division of Corporations

Letter Number: 201A00021640

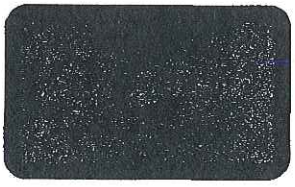


EXHIBIT "B"

AMENDMENTS TO THE
ARTICLES OF INCORPORATION
FOR KELLY GREENS

New text appears in **bold and is underlined**.
Deleted text appears in a ~~strikethrough~~ format.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

D. Borrow **up to five hundred thousand dollars ($500,000.00)** without ~~money, and with~~ **the vote of the members provided that the vote of the board of directors is at least two-thirds (66 2/3rds) of the sitting directors entitled to vote. Any loan that exceeds five hundred thousand dollars ($500,000.00) requires** the **consent** ~~assent~~ of two-thirds (2/3) of the members present in person or by proxy at a meeting called for that purpose, at which a quorum is established~~., mortgage, pledge, deed in trust, or hypothecate any of all of its real or personal property as security for money borrowed or debits incurred;~~ **Once the board of directors or the members have approved the Association borrowing money, the board of directors is authorized to pledge as collateral the real or personal property of the Association to secure repayment of the loan. Funds may only be borrowed to pay emergency expenses such as, but not limited to, repair of hurricane damage.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
KELLY GREENS MASTER ASSOCIATION, INC.

The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 617.1006.

1. The name of the corporation is KELLY GREENS MASTER ASSOCIATION, INC.

2. The Articles of Incorporation of KELLY GREENS MASTER ASSOCIATION, INC., were amended in their entirety, as set forth in Exhibit "A" attached hereto.

3. The foregoing Amended and Restated Articles of Incorporation were duly adopted by the membership at the duly noticed annual members' meeting held on April 2, 2001.

4. The number of votes cast by the membership at the above-referenced members' meeting was sufficient for approval.

In witness whereof, the undersigned President of this corporation has executed these articles of amendment on APRIL 3, 2001.

KELLY GREENS MASTER ASSOCIATION, INC.
(SEAL)

By: _____
Edwin Fleisch, President

342327_1.WP5

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KELLY GREENS MASTER ASSOCIATION, INC.

Pursuant to Florida Statutes, the Articles of Incorporation of Kelly Greens Master Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on September 16, 1987, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Florida Statutes. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I
NAME

The name of the corporation is KELLY GREENS MASTER ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
ADDRESS

The principal office of the Association is located at 12300 Kelly Greens Boulevard SW, Fort Myers, Florida 33908.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the current registered office of the Association shall be Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34013. The name of the current registered agent at such address shall be Steven M. Falk, Esq.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purpose for which it is formed is to promote the health, safety, and general welfare of the residents within the Properties submitted to the terms of the Master Declaration of Covenants, Conditions and Restrictions for Kelly Greens, as the same may be amended from time to time ("Declaration"). The purposes of this Association shall include, without limitation of the foregoing, the maintenance of the Common Area and certain other land within the Properties, holding title and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration, the Articles of Incorporation, the Bylaws and the Rules and Regulations, all as the same may be amended from time to time ("Governing Documents"). The recording of an amendment to the Declaration from time to time pursuant to the Declaration for the purpose of adding additional land shall automatically and without need of amendment to these Articles of Incorporation or approval or consent of the Association or its members, bring such additional land within the jurisdiction of the Association, and such additional land shall be included with the term "Properties". The Association is empowered to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Governing Documents;

B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Governing Documents; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the

EXHIBIT A

Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. 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;

D. Borrow money, and with the assent of two-thirds (2/3) of the members present in person or by proxy at a meeting called for that purpose, at which a quorum is established, mortgage, pledge, deed in trust, or hypothecate any of all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area, including roadways, to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the Board of Directors agreeing to such dedication, sale or transfer;

F. Grant easements as to the Common Area to public and private utility companies including cable television, and to public bodies or governmental agencies or other entities or persons, with or without cost or charge at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

G. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members present in person or by proxy at a meeting called for that purpose at which a quorum is established;

H. Annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of the Association to the real property thereby annexed;

I. From time to time adopt, alter, amend, and rescind reasonable Rules and Regulations which shall not contravene any rights contained in the Declaration;

J. Contract for the maintenance and management of the Common Area, and to authorize a general manager to assist the Association in carrying out the powers and duties under the Declaration;

K. Open all or any portion of the Common Area for public use, including, and in particular, the golf course and the restaurants;

L. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise; and

M. Enter into bulk rate contracts for cable television, satellite or other telecommunications services and take any action necessary or desirable for the health, safety and well-being of Kelly Greens and its members.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot or Unit which is subject by the provisions of the Declaration to assessment by the Association, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold

an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot or Unit is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An Owner of more than one (1) such Lot or Unit shall be entitled to one (1) membership and one vote for each Lot or Unit owned by him. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot or Unit which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that Lot or Unit. The foregoing membership definitions apply to the right to exercise votes at membership meetings and to attend meetings of the membership and the Board of Directors, but not to use privileges to the golf course and other Common Areas, as set forth in the Declaration.

ARTICLE VI
MEETINGS

Quorum. Except as otherwise expressly required by the Declaration, the presence at a meeting of members, either in person or by proxy, of those entitled to cast at least one-third (1/3) of the votes of the membership shall constitute a quorum for any action

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors of the number of directors set forth in the Bylaws, who must 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 acted in the capacity of original directors until the selection of their successors were:

Names	Addresses
Gary Haines	6314 Whiskey Creek Drive Suite B Fort Myers, FL 33919
Gustavo Hevia	6314 Whiskey Creek Drive Suite B Fort Myers, FL 33919
Bruce Upton	6314 Whiskey Creek Drive Suite B Fort Myers, FL 33919

Directors shall be elected by the membership in the manner set forth in the Bylaws.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the members of the Board of Directors.

The names of the officers who initially served were as follows:

Name	Office
Gary Haines	President
Gustavo Hevia	Vice President
Bruce Upton	Secretary/Treasurer

ARTICLE IX
BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X
INDEMNIFICATION

Every Director, every Officer of the Association, and every duly appointed member of a committee of the Association, shall be indemnified by the Association against all expenses and liabilities, including attorneys' or other professional fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or to which he may become involved by reason of his being or having been a Director, Officer or duly appointed committee member, whether or not he is a Director, Officer or committee member at the time such expenses were incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or committee member may be entitled.

ARTICLE XI
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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 that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII
DURATION

The Corporation shall exist perpetually.

ARTICLE XIII
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the total votes cast at any regular or special meeting of the membership duly called and convened. The Board of Directors may amend these Articles without the need for a membership vote in order to make the provisions hereof consistent with amendments to Federal or Florida law which supersede these Articles. The Board of Directors shall mail the members notice of any amendments.

ARTICLE XIV
SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation were as follows:

Names	Addresses
Gary Haines	6314 Whiskey Creek Drive, Suite B Fort Myers, FL 33919
Gustavo Hevia	6314 Whiskey Creek Drive Suite B Fort Myers, FL 33919
Bruce Upton	6314 Whiskey Creek Drive Suite B Fort Myers, FL 33919

ARTICLE XV
INTERPRETATION

Express reference is hereby made to the terms, provision, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

Exhibit "D"

South Florida Water Management District

Permit Number 36-00384-S

South Florida Water Management District Permit Number 36-00384-S ("Permit") and any and all amendments or modifications, are incorporated by reference herein. The entire Permit and all applications can be viewed by contacting the South Florida Water Management District for more information. The following application numbers are also included, however, may not represent all applications under the Permit:

09102-A: March 10, 1983
X000001801: June 9, 1983
X000001802: May 8, 1986
06087-B: January 7, 1988
09278-4: October 21, 1988
890227-5: April 21, 1989
890413-8: April 21, 1989
900228-10: March 21, 1990
990331-3: April 13, 1999
990331-4: April 27, 1999
090126-5: June 3, 2009
100429-7: May 5, 2010
101223-1: February 11, 2011