

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EAGLE CREEK COMMUNITY ASSOCIATION, INC.

ARTICLE I
NAME

The Name of the Corporation shall be EAGLE CREEK COMMUNITY ASSOCIATION, INC., which is hereinafter referred to as "the Association."

ARTICLE II
PURPOSES AND POWERS

Section 1. Purposes

The objects and purposes of the Association are those objects and purposes as are authorized by the Master Covenants for Eagle Creek, recorded (or to be recorded) in the Public Records of Collier County, Florida, as hereafter amended and/or supplemented from time to time (the "Covenants.") The further objects and purposes of the Association are to preserve the values and amenities in Eagle Creek and to maintain the Common Properties thereof for the benefit of the Owners who become Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member, Director, Officer or individual person, firm or corporation, except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes.

Section 2. Powers

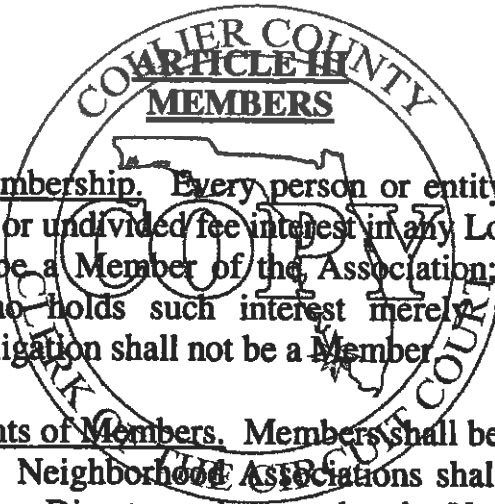
The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made the powers and duties of the Association, except those which require specific approval of the Board of Directors or Member.

The 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 the Articles and the Covenants including the power to borrow money annually up to \$500,000 without Membership approval for Association purposes except in those cases where urgent action is required for an immediate and imminent threat to the welfare of the community. In this circumstance a two third's (2/3) majority vote of the Directors shall enable the Board to exceed this limit and borrow such monies as are necessary to address such need.

The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general welfare of its membership.

Definitions set forth in the Covenants are incorporated herein by this reference.



Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Covenants shall be a Member of the Association; however, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Rights of Members. Members shall be all those owners, as defined in Section 1. Neighborhood Associations shall be entitled to elect from among themselves Directors who are also the Voting Members of the Association as defined in the Covenants. The number of Directors/Voting Members from each Neighborhood Association shall be based upon the proportionate number of units in each Neighborhood Association. Based upon the number of units as configured in the year of 2007, a total of fourteen (14) Directors shall be proportioned as follows:

One (1) Director/Voting Member from each Condominium Neighborhood Association, three (3) Directors/Voting Members from the Villa Neighborhood Association, and four (4) Directors/Voting Members from the Estate Homes Neighborhood Association, each such Director/Voting Member to have and cast one (1) vote in all Association matters.

Directors, who are also the Voting Members, shall be elected or designated by the Members of the Neighborhood Associations as provided by the By-Laws of each respective Association. In the event By-Laws of a Neighborhood Association do not provide a method for election or the members of a Neighborhood Association do not elect or designate a Director, the Board of Directors of the Neighborhood Association shall appoint the Director.

In addition, there shall be an ex-officio Member who is a duly elected Governor of the Board of Governors of The Eagle Creek Golf and Country Club, Inc. (the "Country Club") and who is designated by the Board of Governors to represent the Country Club, such Member to have and cast no votes in Association matters.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if a majority of the Members shall be present at the meeting in person or by proxy.

Section 4. Member Votes. For any matter on which Members (as opposed to Voting Members) are empowered to vote or petition, each Condominium Unit, residence or lot shall have only one Vote and the Owners of same shall decide who may cast the Vote. Voting Members are as defined in the Covenants, as amended and originally recorded in O.R. Book 1172, Page 1946, Public Records of Collier County, Florida.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by its Board of Directors. Each Director of the Association shall have one (1) vote in the affairs of the Board.

Section 2. Election of Members of the Board of Directors. Directors shall be elected or designated by the Members of the Neighborhood Associations as provided by the By-Laws of each respective Association, and such By-Laws may provide for the method of removal from office of their duly elected or designated Director(s). If no method is provided for election in the By-Laws of a Neighborhood Association, the Members shall elect and, if no Director is elected, then the Board of Directors of the Neighborhood Association shall appoint a Director. All Directors shall be members of the Association.

Section 3. Term of Office. Directors shall ultimately be elected for a term of three (3) years. Terms of service of the first Board of Directors elected after adoption of these Amended By-Laws shall be determined as follows:

(A) Directors elected from the Villas Neighborhood Association shall select by lot the names of one Director to serve a one year term, one Director to serve a two year term and one Director to serve a three year term, and the positions so selected will thereafter serve three year terms as each term expires and other elections for that position held.

(B) Directors elected for the Estate Homes Neighborhood Association shall select by lot two Directors to serve a one year term, one Director to serve a two year term, and one Director to serve a three year term and the positions so selected shall thereafter serve three year terms as each term.

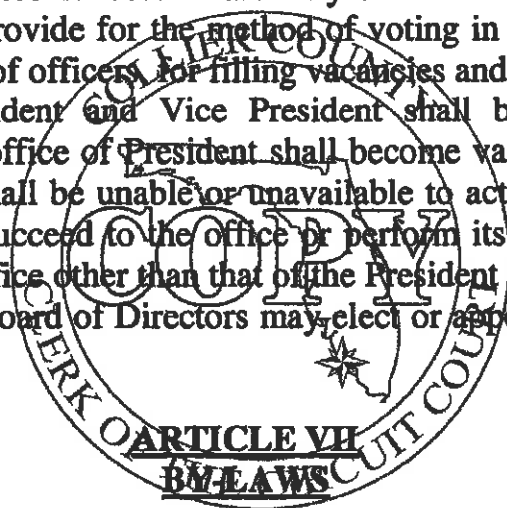
(C) Directors elected for the Condominium Neighborhood Association shall select by lot two Directors to serve one year terms, two Directors to serve two year terms and three Directors to serve three year terms and the positions so selected shall thereafter serve three year terms as each original term expires.

Section 4. Vacancies. If a Director shall for any reason cease to be a Director, the position shall be filled as provided in the By-Laws.

ARTICLE VI
OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.



ARTICLE VII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII
AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be approved by a majority of the Board of Directors of the Association.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida

Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

ARTICLE IX INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, lines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that such indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

