

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CAPTIVA PROPERTY OWNERS ASSOCIATION, INC. (a Corporation Not For Profit)

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is CAPTIVA PROPERTY OWNERS ASSOCIATION, INC., hereafter called the "ASSOCIATION".

ARTICLE II

The initial street address of the registered office of the ASSOCIATION is 1818 Australian Avenue South, Suite 400, West Palm Beach, Florida 33409, and the name of the initial registered agent is Dicker, Krivok & Stoloff, P.A. The address and name may be changed from time to time by the Board of Directors without amending this Article.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain real property described in the Declaration of Covenants, Conditions and Restrictions to which these Articles of Incorporation are attached as EXHIBIT B, as recorded in the Public Records of Palm Beach County, Florida, (hereinafter referred to as the "DECLARATION"), and such additions thereto as may be brought within the jurisdiction of the ASSOCIATION, and to promote the health, safety, recreational opportunities 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 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 DECLARATION as recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth at length;

(b) 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 office and other expenses incident to the conduct of the business of the 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, voting, in person or by proxy, at a duly called meeting of the ASSOCIATION, mortgage, pledge, deed in trust, or hypothecate any or 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 to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless a vote of two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer has been obtained at a duly called meeting of the ASSOCIATION.

(f) 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 at a duly called meeting of the ASSOCIATION, except as otherwise provided in ARTICLE II of the DECLARATION.

(g) have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the ASSOCIATION, including contract sellers, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the ASSOCIATION.

ARTICLE V VOTING RIGHTS

All Owners shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. If a Lot is owned by one (1) person, his or her right to vote shall be established by the recorded title to the Lot. If a Lot is owned by more than one (1) person, the person entitled to cast the vote for the Lot shall be designated in a certificate signed by all of the recorded owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a corporation, the officer or employee thereof entitled to cast the vote of the Lot for the corporation shall be designated in a certificate for this purpose, signed by the President or Vice-President, attested to by the Secretary or assistant Secretary of the corporation, and filed with the Secretary of the Association. If a Lot is owned by a trust, the trustee shall cast the vote for the Lot. The

person designated in such certificates who is entitled to cast the vote for a Lot shall be known as the "Voting Member". If such certificate is not on file with the Secretary of the Association, for a Lot owned by more than one person or by a corporation, the vote of the Lot concerned shall not be considered in determining the requirement of a quorum, or for any purpose requiring the approval of a person entitled to cast the vote for the Lot, unless all record owners, or in case of a corporation the President attested to by the Secretary of the corporation, have signed a proxy or are present at the meeting and concur in one vote. Such certificates shall be valid until revoked or until superseded by a subsequent certificate, or until a change in the ownership of the Lot concerned. If a Lot is owned jointly by a husband and wife, the following three provisions are applicable thereto.

(a) They may, but they shall not be required to, designate a Voting Member.

(b) If they do not designate a Voting Member, and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at the meeting.

(c) Where they do designate a Voting Member, the person designated may cast the Lot vote, just as though he or she owned the Lot individually, and without establishing the concurrence of the absent person. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI BOARD OF DIRECTORS

The affairs of this ASSOCIATION shall be managed by a Board of Directors consisting of seven (7) Directors, who shall be elected for staggered terms as follows: commencing with the 2009 Annual Meeting and Election of Directors, the four (4) Directors receiving the highest plurality of votes shall be elected for a term of two (2) years. The three (3) candidates who receive the next highest plurality of votes shall be elected for a term of one (1) year. At all subsequent Annual Meetings and Elections of Directors, Directors shall be elected for a term of two (2) years. Directors shall be members of the Association.

ARTICLE VII DISSOLUTION

In the event of the 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 VIII DURATION

The corporation shall exist perpetually.

ARTICLE IX AMENDMENTS

These Articles may be amended, at a regular or special meeting of the members at which there is a quorum, by a vote of a majority of the entire membership (53), who may vote in person or by proxy. These Articles may also be amended by the written consent of the members as provided in Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE X OFFICERS

The affairs of the ASSOCIATION shall be managed by the President of the ASSOCIATION, assisted by several Vice-Presidents, Secretary and Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors.

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents as the Board of Directors shall from time to time determine.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

The ASSOCIATION shall indemnify any Director or officer of the ASSOCIATION who is made 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 or officer of the ASSOCIATION or is or was serving at the request of the ASSOCIATION as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

(a) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the ASSOCIATION) if he acted in good faith, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and,

(b) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the ASSOCIATION, if he acted in good faith.

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, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification under this ARTICLE XI (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this ARTICLE XI. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of Members of the ASSOCIATION representing a majority of the total votes of the Membership.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the ASSOCIATION from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the ASSOCIATION of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the ASSOCIATION.

The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the ASSOCIATION'S Directors, officers, employees or agents may be entitled under the ASSOCIATION'S By-laws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this ARTICLE XI shall not include indemnification for any action of a Director, officer or employee of the ASSOCIATION for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

The ASSOCIATION shall have the power, but shall not be obligated to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, officer or employee of the ASSOCIATION in any of his capacities as described in this Article, whether or not the ASSOCIATION would have the power to indemnify him or her under this Article.

Any person requesting indemnification shall first look to any insurance maintained by the ASSOCIATION for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The ASSOCIATION shall be obligated to indemnify such person (if entitled to indemnification by the ASSOCIATION) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such ASSOCIATION, the ASSOCIATION shall have no obligation to reimburse the insurance company.

ARTICLE XII TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the ASSOCIATION and one or more of its Directors or officers, or between the ASSOCIATION and any other corporation, partnership, association, or other organization in which one or more of its officers or directors are officers or directors of this ASSOCIATION shall be invalid, void or voidable solely for this reason, or solely because the officer or director is present at or participates in meetings of the board or committee thereof which authorized the contract or transaction, or solely because said officers or directors votes are counted for such purpose. No director or officer of the ASSOCIATION shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.