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VILLORESI AT MEDITERRA NEIGHBORHOOD ASSOCIATION, INC

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ARTICLES OF INCORPORATION

OF

VILLORESI AT MEDITERRA NEIGHBORHOOD ASSOCIATION, INC.

Pursuant to Florida Statute Section 617.0202, the Articles of Incorporation of VILLORESI AT MEDITERRA NEIGHBORHOOD ASSOCIATION, INC., a not-for-profit Florida corporation, are hereby set forth as follows:

ARTICLE I

NAME AND ADDRESS: The name of the Corporation, herein called the "Villoresi at Mediterra Neighborhood Association", is "**VILLORESI AT MEDITERRA NEIGHBORHOOD ASSOCIATION, INC.**" and the address of its principal office is c/o Landmark Development Group, 2154 Trade Center Way, Suite 3, Naples, Florida 34109.

ARTICLE II

DEFINITIONS:

- (A) "Board" or "Board of Directors" shall herein mean and refer to the Board of Directors of the Villoresi at Mediterra Neighborhood Association.
- (B) All terms which are defined in the DECLARATION OF NEIGHBORHOOD COVENANTS FOR VILLORESI AT MEDITERRA NEIGHBORHOOD, hereinafter referred to as "the Villoresi at Mediterra Neighborhood", shall be used herein with the same meanings as defined in those Neighborhood Covenants, as they may be amended.

ARTICLE III

PURPOSES: The purposes for which the Villoresi at Mediterra Neighborhood Association is organized are to promote the aesthetic enjoyment and social welfare of the Parcel Owners and occupants of the Parcels, and to operate and maintain and own, as the case may be, the Villoresi at Mediterra Neighborhood Association Neighborhood Common Areas in accordance with and pursuant to the Neighborhood Covenants, or any Supplement thereto, and to fulfill its obligations in accordance with and pursuant to these Articles of Incorporation and the Neighborhood Covenants. The Villoresi at Mediterra Neighborhood Association is NOT a "condominium association" as defined in Chapter 718, Florida Statutes.

Prepared by:
Thad Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101-3032
(941) 262-8311
Florida Bar No. 398160

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ARTICLE IV

GENERAL: The Villoresi at Mediterra Neighborhood Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer. For the accomplishment of its purposes, the Villoresi at Mediterra Neighborhood Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Neighborhood Covenants, the By-Laws or Chapter 617, Florida Statutes; and the Villoresi at Mediterra Neighborhood Association shall have all of the powers and duties reasonably necessary to operate the properties pursuant to said Neighborhood Covenants as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments, including, annual assessments, neighborhood special assessments, reserve assessments, and late fees against Members of the Villoresi at Mediterra Neighborhood Association to defray the costs, expenses and losses of its operation, and to use the funds in the exercise of its powers and duties.
- (B) To adopt, amend, rescind and enforce reasonable rules and regulations to effectuate the purposes for which the Villoresi at Mediterra Neighborhood Association is organized and to govern the use of the Neighborhood Common Areas consistent with the Neighborhood Covenants.
- (C) To delegate power or authority where such is deemed in the interest of the Villoresi at Mediterra Neighborhood Association.
- (D) To own, operate, maintain, construct, improve, replace, repair and to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of Neighborhood Common Area and other real or personal property, as provided in the Neighborhood Covenants, except to the extent restricted in the Neighborhood Covenants, these Articles, the By-Laws or Chapter 617, Florida Statutes.
- (E) To enter into contracts or agreements to carry out the purposes of the Villoresi at Mediterra Neighborhood Association.
- (F) To charge fees for services rendered by the Villoresi at Mediterra Neighborhood Association and for use of the Villoresi at Mediterra Neighborhood Association's property when such is deemed appropriate by the Board of Directors.
- (G) To pay taxes and other charges, if any, on or against property owned, leased, or operated by the Villoresi at Mediterra Neighborhood Association; and to maintain, repair, replace and operate the Neighborhood Common Areas and other areas (including certain portions of private property within the Villoresi at Mediterra Neighborhood) in accordance with applicable governmental regulations, the Neighborhood Covenants, and any Supplements thereto.
- (H) To enforce by legal means the obligations of the Members of the Villoresi at Mediterra Neighborhood Association, the provisions of the Neighborhood Covenants, and the provisions of any Supplement.
- (I) To contract for professional management (the "Manager") which may be an individual, corporation, partnership or other entity, and to delegate to such Manager certain powers and duties of the Villoresi at Mediterra Neighborhood Association.

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- (J) To contract for the maintenance, security, administration and other functions to be carried out by the Villoresi at Mediterra Neighborhood Association, and to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Villoresi at Mediterra Neighborhood Association.
- (K) To contract with governmental or quasi-governmental entities or property owners associations regarding maintenance and administration.
- (L) To borrow money if necessary to perform its other functions hereunder.
- (M) Notwithstanding anything contained herein to the contrary, the Villoresi at Mediterra Neighborhood Association shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation addressing any and all issues including, but not limited to, zoning, environmental, and land use, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall Members perform any such activities in the name of the Villoresi at Mediterra Neighborhood Association.

All funds and the title to all property acquired by the Villoresi at Mediterra Neighborhood Association shall be held for the benefit of the Members in accordance with the provisions of the Neighborhood Covenants, these Articles of Incorporation and the By-Laws.

ARTICLE V

MEMBERS: The Villoresi at Mediterra Neighborhood Association shall have two (2) classes of membership, Class "A" and Class "B". Each Parcel Owner in the Villoresi at Mediterra Neighborhood shall be a Class "A" Member and the Declarant shall be the sole Class "B" Member. Membership shall be appurtenant to and may not be separated from ownership of a Parcel. Members' rights, powers, duties and privileges shall be as set forth in the Neighborhood Covenants, in these Articles, the By-Laws, and Rules and Regulations.

- (A) One (1) vote may be cast for each Parcel owned by a Member. If two (2) or more Members are the Parcel Owners of a Parcel, then the Member who shall be entitled to cast the vote shall be determined by the method provided for in the By-Laws. Notwithstanding the foregoing, until the Turnover Date and the termination of the Class "B" membership, the Class "B" Member may appoint a majority of the members of the Board of Directors. Upon termination of the Class "B" membership, the Declarant shall be a Class "A" Member, entitled to one (1) vote for each Parcel owned by the Declarant.
- (B) The votes of Members other than the Declarant shall be cast at meetings of the Members by such Member or by the person designated in such Member's written proxy. The votes of Declarant shall be cast at meetings of the Members by the Declarant or the person designated by the Declarant in Declarant's written proxy.
- (C) If a corporation, partnership or other non-natural Persons own a Parcel, it shall designate to the Villoresi at Mediterra Neighborhood Association in writing one Person or family who shall exercise the rights of Parcel Owners under the Governing Documents, including, but not limited to, the rights of use and voting. Such designation shall not be changed more often than once every six (6) months.

ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Villoresi at Mediterra Neighborhood Association shall be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors and not more than five (5) Directors and in the absence of such determination shall consist of three (3) Directors. Directors of the Villoresi at Mediterra Neighborhood Association shall be appointed by the Declarant or elected by the Members as set forth in the Neighborhood Covenants and the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided therein. The names and addresses of the initial Board of Directors, who shall hold office until their successors are elected or appointed are as follows:

Arthur A. Shafran
2154 Trade Center Way, Suite 3
Naples, Florida 34109

James E. Pierce
2154 Trade Center Way, Suite 3
Naples, Florida 34109

Timothy P. Byal
2154 Trade Center Way, Suite 3
Naples, Florida 34109

(B) The business of the Villoresi at Mediterra Neighborhood Association shall be conducted by the Officers designated in the By-Laws. The Officers shall be elected (or appointed) each year by majority vote of the entire Board of Directors at its first meeting after the annual meeting of the Members of the Villoresi at Mediterra Neighborhood Association. Officers serve at the pleasure of the Board. The Officers of the Villoresi at Mediterra Neighborhood Association shall be a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries and a Treasurer, and such other Officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary or President and Assistant Secretary may not be held by the same person, nor may the same person hold a principal office and the position of Assistant to that same office at the same time (e.g. - Secretary and Assistant Secretary). The names and addresses of the initial Officers of the Villoresi at Mediterra Neighborhood Association, who shall hold office until their successors are elected or appointed are as follows:

Arthur A. Shafran President
2154 Trade Center Way, Suite 3
Naples, Florida 34109

James E. Pierce Vice President and Secretary
2154 Trade Center Way, Suite 3
Naples, Florida 34109

Timothy P. Byal Vice President, Assistant Secretary
2154 Trade Center Way, Suite 3 and Treasurer
Naples, Florida 34109

ARTICLE VII

TERM: The term of the Villoresi at Mediterra Neighborhood Association shall be perpetual.

ARTICLE VIII

BY-LAWS: The By-Laws of the Villoresi at Mediterra Neighborhood Association may be altered, amended, or rescinded in the manner provided therein. These Articles shall prevail in the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the By-Laws.

ARTICLE IX

AMENDMENTS: Except as otherwise provided with regard to amendments prior to the Turnover Date, amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Directors, or by written petition to the Board, signed by Members representing at least one-fourth (1/4) of total votes of the Members.
- (B) **Procedure.** If any amendment to these Articles is proposed by the Board or the Members, the proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given. Written notice of any proposed amendment given to the Members must contain the full text of the proposed amendment.
- (C) **Vote Required.** Except as otherwise provided for by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for such purpose by a majority of the voting interests, or if it is approved in writing of a majority of the voting interests without a meeting, as provided for in the By-Laws.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required for recording amendments to the Neighborhood Covenants or the By-Laws.
- (E) **Declarant Consent.** Notwithstanding the foregoing, prior to the Turnover Date, no amendment to these Articles shall be effective to reduce, abridge, amend, affect or alter any provision related to the Declarant without the prior written consent of Declarant.
- (F) **Prior to the Turnover Date.** Prior to the Turnover Date, an amendment to these Articles of Incorporation may be adopted at any meeting of the Board of Directors by a resolution adopted by a majority of the Directors, and no vote of the Members other than the Declarant is required.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator of this corporation as follows:

**THAD D. KIRKPATRICK
c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, FL 34103**

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The rights and interests of the Incorporator shall automatically terminate upon filing of these Articles with the Florida Department of State.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS: Every Director and every Officer of the Villoresi at Mediterra Neighborhood Association (and the Directors and Officers as a group) shall be indemnified by the Villoresi at Mediterra Neighborhood Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the Villoresi at Mediterra Neighborhood Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

ARTICLE XII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:

- (A) No contract or transaction between the Villoresi at Mediterra Neighborhood Association and one or more of its Directors or Officers, or between the Villoresi at Mediterra Neighborhood Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Villoresi at Mediterra Neighborhood Association shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.
- (B) 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.

ARTICLE XIII

DISSOLUTION OF THE VILLORESI AT MEDITERRA NEIGHBORHOOD ASSOCIATION:

- (A) Upon dissolution of the Villoresi at Mediterra Neighborhood Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:
 - (1) Real property contributed to the Villoresi at Mediterra Neighborhood Association without the receipt of other than nominal consideration by the Declarant (or its successors in interest)

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shall be returned to the Declarant (whether or not a Member at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);

(2) Dedication to applicable municipal or other governmental authority of such property (whether real, personal or mixed) as determined by the Board of Directors of the Villoresi at Mediterra Neighborhood Association to be appropriate for dedication and which the authority is willing to accept; and

(3) The remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with his voting rights.

(B) The Villoresi at Mediterra Neighborhood Association may be dissolved upon a resolution to that effect being approved by three-fourths (3/4ths) of the members of the Board of Directors; three-fourths (3/4ths) of the Members; and the filing of Articles of Dissolution with the Department of State as provided for in Section 617.1403, Florida Statutes, as amended.

ARTICLE XIV

GENDER: Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

ARTICLE XV

RESTRICTIONS: In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Neighborhood Covenants, the provisions of the Neighborhood Covenants shall prevail.

ARTICLE XVI

DESIGNATION OF REGISTERED AGENT: CLASP Inc. is hereby designated as the Villoresi at Mediterra Neighborhood Association Registered Agent for service of process within the State of Florida, at the following address: CLASP Inc., c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of March, 2000.

Witnesses:

Tracy L. Gonzales
Name: Tracy L. Gonzales

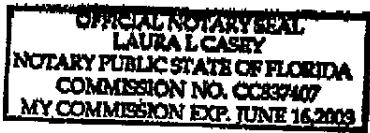
Laura L. Casey
Name: Laura L. Casey

Thad Kirkpatrick
Thad Kirkpatrick

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 31st day of March, 2000, by Thad Kirkpatrick. He is personally known to me.

NOTARY PUBLIC:



(Sign) *Laura L. Casey*
(Print) Laura L. Casey
STATE OF FLORIDA AT LARGE (SEAL)
My Commission Expires:

CONSENT OF REGISTERED AGENT

CLASP Inc., c/o Cummings & Lockwood, Attention: Thad Kirkpatrick, Esq., 3001 Tamiami Trail North, 4th Floor, Naples, Florida 34103, hereby consents to its designation as Registered Agent in the foregoing Articles of Incorporation, and states that it is familiar with, and accepts, the obligations as Registered Agent provided for in Section 617.0501, Florida Statutes, as amended.

Dated this 31, day of March, 2000.

CLASP Inc.
Initial Registered Agent

By: *Thad Kirkpatrick*
Thad Kirkpatrick, Vice President

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