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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAREFOOT BAY PROPERTY OWNER'S ASSOCIATION, INC.

Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by Tamela Eady Wiseman, Esquire at 600 Fifth Avenue South, Suite 301, Naples, Florida 34102.

ARTICLE I

NAME AND ADDRESS: The name of the corporation is known as Barefoot Bay Property Owner's Association, Inc., sometimes hereinafter referred to as the "Association". **THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION, pursuant to Chapter 718, Florida Statutes.** The address of the Association is 28221 Mango Bay Drive, Bonita Springs, Florida 34134.

ARTICLE II

PRINCIPAL OFFICE: The initial principal office and mailing address of the corporation shall be at 28221 Mango Bay Drive, Bonita Springs, Florida 34134.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential neighborhood homeowners association which, subject to a Declaration of Covenants, Conditions, Restrictions, and Easements (the "Declaration") to be recorded in the Public Records of Collier County, Florida, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to said Declaration, as it may from time to time be amended.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and the Bylaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual. The Association may be dissolved in the manner provided by the law. In the event the Association is dissolved for any purpose, any remaining property and the property consisting of the Surface Water Management System, shall be granted, conveyed and assigned to a not-for-profit corporation, association or trust devoted to similar purposes.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- A. **Proposal; Vote Required.** After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of 67% of the voting interests of the Association; prior to turnover, by a majority of the Directors alone.

- C. **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.
- D. **Conflict.** In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in 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 Board.

ARTICLE IX

INDEMNIFICATION:

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the 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. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer.
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE X

DEFINITIONS:

All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

ARTICLE XI

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

600 Fifth Avenue South, Suite 301
Naples, Florida 34102

The initial registered agent at said address shall be:

Tamela Eady Wiseman

WHEREFORE the incorporator has caused these presents to be executed this 22 day of September, 2000.

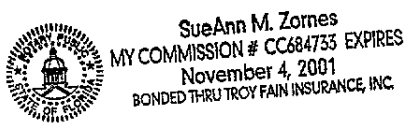
By: Tamela Eady Wiseman
Tamela Eady Wiseman, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22 day of September, 2000 by Tamela Eady Wiseman.

Notary Public-State of Florida:

Sign Sue Ann M. Zornes
Print SUE ANN M. ZORNES
Personally Known X; or Produced
Identification _____ Type of Identification
Produced: _____
Affix Seal Below:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


Tamela Eady Wiseman

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Page 6

DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 Fifth Avenue South, Suite 301 * Naples, Florida 34102