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April 9, 2002

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

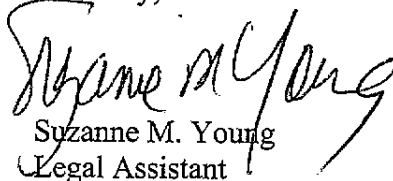
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Re: Articles of Incorporation  
Waterside V at Bay Beach Condominium Association, Inc.

Enclosed please find the original and one copy of each of the above-referenced documents.  
Please file and return a certified copies to our office as soon as possible.

Thank you.

Sincerely,

  
Suzanne M. Young  
Legal Assistant

/smy  
Encs.

FILED  
02 APR 15 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE APR 22 2002

**ARTICLES OF INCORPORATION  
OF  
WATERSIDE V AT BAY BEACH CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Christopher Claussen, 7401 Estero Blvd., Ft. Myers Beach, Florida 33931, as sole incorporator, for the purposes set forth below.

**ARTICLE I. NAME & ADDRESS.** The name of the corporation, herein referred to as the "Association," is Waterside V at Bay Beach Condominium Association, Inc., and its address is 7401 Estero Blvd., Ft. Myers Beach, Florida 33931.

**ARTICLE II. DEFINITIONS.** The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

**ARTICLE III. PURPOSE AND POWERS.** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Waterside V, a Condominium, located in Lee County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. 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 Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as expressly limited or modified by these Articles, the Declaration of Condominium or by Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and association property, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any rules and regulations of the Association.

(H) To contract for the management and maintenance of the condominium property; to delegate to management any powers and duties of the Association in connection therewith except those which are specifically required by law or by the condominium documents to be exercised by the Board of Directors or the members of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation or other use or benefit to the unit owners.

(K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

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

#### **ARTICLE IV. MEMBERS.**

(A) The members of the Association are all record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, are entitled to one vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

**ARTICLE V. TERM.** The term of the Association shall be perpetual.

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

#### **ARTICLE VII. DIRECTORS AND OFFICERS.**

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors specified in the Bylaws, but never less than three (3) Directors. In the absence of a Bylaw provision to the contrary the Board shall consist of five (5) Directors.

(B) Directors shall be elected by the members as provided in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

**ARTICLE VIII. AMENDMENTS.** 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 Board or by written petition signed by the owners of at least one-fourth (1/4th) of the units.

(B) Procedure. Any amendment or amendments to these Articles so proposed by the Board or unit owners, shall be submitted to a vote of the members not later than the next annual meeting for which proper notice has not yet been given, but can still be reasonably given.

(C) Vote Required. Except as otherwise provided herein, or by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting, by a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members, and the notice contains the full text of the proposed amendment.

(D) Effective Date. An adopted amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public records of Lee County, Florida.

**ARTICLE IX. INITIAL DIRECTORS.** The initial Directors of the Association shall be:

Christopher G. Claussen  
7401 Estero Boulevard  
Ft. Myers Beach, Florida 33931

Robert G. Claussen  
7401 Estero Boulevard  
Ft. Myers Beach, Florida 33931

Jack Sterling  
7401 Estero Boulevard  
Ft. Myers Beach, Florida 33931

**ARTICLE X. INITIAL REGISTERED AGENT.** The initial registered office of the Association shall be at:

2075 Tamiami Trail N., Suite 308  
Naples, Florida 34103

The initial registered agent at said address shall be:

Swalm & Bourgeau, P.A.

**ARTICLE XI. INDEMNIFICATION.** To the fullest extent permitted by Florida law, the Association must indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him personally in connection with any 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 right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 27 day of November, 2001.

By: 

Christopher Claussen

STATE OF FLORIDA

COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2001, by Christopher Claussen. He is personally known to me or did produce \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public Signature

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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 agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

**SWALM & BOURGEAU, P.A.**

By:   
John M. Swalm III, President