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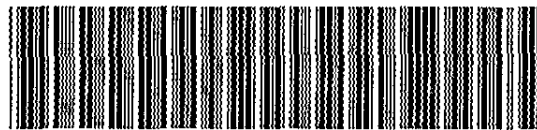
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STATE OF FLORIDA
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509
W03-25872

9/11/03



CORPORATION SERVICE COMPANY™

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 236370 7103152

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : September 10, 2003

ORDER TIME : 10:17 AM

ORDER NO. : 236370-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Carrie J. Canales
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: STRADA BELLA AT OLD CYPRESS
NEIGHBORHOOD ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 10, 2003

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: STRADA BELLA AT OLDE CYPRESS NEIGHBORHOOD
ASSOCIATION, INC.
Ref. Number: W03000025872

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for STRADA BELLA AT OLDE CYPRESS NEIGHBORHOOD ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 003A00050305

Resubmit

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
STRADA BELLA AT OLDE CYPRESS
NEIGHBORHOOD ASSOCIATION, INC.**

FILED
2003 SEP 11 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, who is of full age, does hereby certify:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is STRADA BELLA AT OLDE CYPRESS NEIGHBORHOOD ASSOCIATION, INC.

The office of the Neighborhood Association is located at 2043 Trade Center Way, Naples, Florida 34110

The name and address of the Registered Agent is Matthew L. Grabinski, 4001 Tamiami Trail N., #300, Naples, Florida 34103.

The terms used in these Articles shall have the definitions as provided in Article I of the *Declaration of Covenants, Conditions and Restrictions for Strada Bella at Olde Cypress*, recorded or to be recorded in the public records of Collier County, Florida (the "Declaration").

**ARTICLE II
PURPOSE AND POWERS OF THE NEIGHBORHOOD ASSOCIATION**

This Neighborhood Association does not contemplate pecuniary gain or profit to the Members hereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Neighborhood Common Areas within that certain tract of property located in Collier County, Florida, known as "STRADA BELLA AT OLDE CYPRESS" pursuant to the provisions of the Declaration, and to promote the betterment of the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Neighborhood Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its length;

B. Operate, maintain repair and, where necessary, improve the Neighborhood Common Areas, including, but not limited to, all water management facilities existing from time to time on the Property, which water management facilities shall include all lakes, ponds, drainage retention areas, swales and artificial and natural structures which are incorporated into the water management system, whether owned by the Neighborhood Association or by a member, and all easements reserved for drainage-related purposes. Provided, however, that the Neighborhood Association shall

only be responsible for water management facilities which solely serve Strada Bella (if any). The Master Association shall be responsible for the ownership, operation and maintenance of all storm water management systems that are designated by the Declaration of Covenants, Conditions, Restrictions and Easements for Olde Cypress as a part of the master storm water management system.

C. 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 in connection therewith and other expenses incident to the conduct of the business of the Neighborhood Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Neighborhood Association;

D. 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 Neighborhood Association;

E. Borrow money and, with the consent of two-thirds (2/3) of the members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. Dedicate, sell or transfer all or any part of the Neighborhood Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

H. Devise such rules and regulations with respect to the use of the Neighborhood Common Areas and to promote the health, safety and convenience of the Owners of the Property;

I. Enter into contracts for operational and maintenance services for the Neighborhood Common Areas and the management of the Neighborhood Association; and

J. Cooperate with the Master Association in carrying out its responsibilities under the Master Declaration.

ARTICLE III MEMBERSHIP

Every person or entity who is an Owner of a Lot in, including contract sellers, shall be a Member of the Neighborhood 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 a Lot which is subject to assessment by the Neighborhood Association.

ARTICLE IV
VOTING RIGHTS

The Neighborhood Association shall have two (2) classes of voting memberships:

A. Class A. Class A Members shall be all of those Owners of a Lot subject to the Declaration. Each Class A Member shall have one (1) vote for each Lot owned by such Class A Member.

B. Class B. There shall be one (1) Class B Member, the Declarant, Strada Bella Development, LLC, a Florida limited liability company, or its assigns. The Class B Member shall have one (1) vote for each Lot subject to the Declaration, plus one (1).

The By-Laws may establish procedures for voting when title to a unit is held in the name of a corporation or more than one (1) person or entity.

The Class B membership shall cease to exist and convert to Class A membership, based upon the Declarant's ownership, upon the occurrence of the first to occur of the following events:

1. Turnover of control of the Neighborhood Association to Members other than Declarant, in accordance with Chapter 720, *Florida Statutes*;
2. At any time that the Declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Neighborhood Association shall initially be managed by a Board of three (3) members who shall be appointed by the Declarant. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Raymond Smith	2043 Trade Center Way Naples, Florida 34110
Leslie Newcomb	2043 Trade Center Way Naples, Florida 34110
Craig Cox	2043 Trade Center Way Naples, Florida 34110

After Declarant turns over control of the Neighborhood Association, the Board shall consist of at least three members, who shall be elected by the members in the manner determined by the By-Laws.

ARTICLE VI
INDEMNIFICATION

The Neighborhood Association shall indemnify every Director and every officer of the Neighborhood Association against all expenses and liabilities, including attorney's fees, actually

and reasonably incurred by or imposed on him 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 Neighborhood Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Neighborhood Association. The foregoing right of indemnification shall not apply to:

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

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 VII DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII AMENDMENTS

Subject to the rights of the Declarant as provided in the By-Laws of the corporation, amendments of these Articles shall require the consent of two-thirds (2/3) of the voting interests of the Neighborhood Association, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Neighborhood Association or the members as provided in the Declaration. Amendments to the Articles may be made at a regular or special meeting of the members, or by a vote of a majority of a quorum of the voting representatives present in person.

ARTICLE IX NOT-FOR-PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid, and no part of the income of the corporation shall be distributed to the members, directors or officers.

ARTICLE X OFFICERS

There shall initially be a President and Secretary/Treasurer of the corporation. The initial officers of the corporation are as follows:

PRESIDENT

Raymond Smith

VICE PRESIDENT

Leslie Newcomb

SECRETARY/TREASURER

Craig Cox

After Declarant turns over control of the Neighborhood Association, the officers shall consist of a President, Vice President and Secretary/Treasurer.

ARTICLE XI
INCORPORATORS

The name and address of the incorporator is:

Matthew L. Grabinski

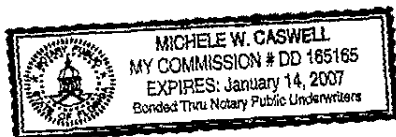
4001 Tamiami Trail N.
Suite #300
Naples, Florida 34103

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator has executed these Articles of Incorporation this 9th day of September, 2003.


Matthew L. Grabinski

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 9th day of September, 2003 by Matthew L. Grabinski, who is personally known to me.




Notary Public
Printed Name **Michele W. Caswell**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

at Olde Cypress

That STRADA BELLA Neighborhood Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of Collier, State of Florida, has named Matthew L. Grabinski, Esq. Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Matthew L. Grabinski, Esq.

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TALLAHASSEE FLORIDA