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Phone : (239)498-8605  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CASELLA AT PELICAN PRESERVE MASTER  
ASSOCIATION, INC**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CASELLA AT PELICAN PRESERVE MASTER ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

**ARTICLE I. NAME; DEFINITIONS**

The name of the corporation Association shall be Casella at Pelican Preserve Master Association, Inc. ("Master Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Covenants and Restrictions for Casella Community ("Declaration"), unless otherwise provided to the contrary.

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Master Association is organized is to provide an entity for the operation and governance of the Common Property of the Community, as located upon lands in Lee County, Florida, said property being described in the recorded Declaration. The Master Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Master Association shall have all of the common-law and statutory powers of a Master Association not-for-profit which are not in conflict with the terms of these Articles.

The Master Association shall have all of the powers and duties contemplated in the Declaration and the Act (as applicable) together with all of the powers and the duties reasonably necessary to operate the Common Property pursuant to the Declaration and the Governing Documents. The powers and duties, which the Bylaws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

- (a) To make and collect Assessments against members as Owners to defray the costs, expenses and losses of the Master Association against Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.
- (b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.
- (c) To maintain, repair, replace and operate the Common Property.
- (d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.
- (e) To reconstruct improvements after casualty and further improve the Common Property.
- (f) To make and amend reasonable rules and regulations.
- (g) To perform such functions as may be specified in the Governing Documents.
- (h) To enforce by legal means the applicable provisions of the Act and the Governing Documents.
- (i) To employ personnel to perform the services required for proper operation of the Common Property.

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(j) To lease, maintain, repair and replace the Common Property pursuant to the Declaration.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(m) To contract for the management and maintenance of the Common Property and to authorize a management agent to assist the Master Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Property with funds as shall be made available by the Master Association for such purposes. The Master Association and its officers shall, however, retain at all times the powers and duties granted by the Governing Documents and the Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Master Association.

(n) To bring suit as may be necessary to protect the Master Association's interests, the interests of the Master Association's Members, or the Common Property, and to be sued.

**ARTICLE III. DEVELOPER**

WCI COMMUNITIES, LLC, a limited liability company organized under the laws of Delaware, shall make and declare or has made and declared a certain Declaration of Covenants and Restrictions for Casella Community which submits certain real property to its scope and the governance of the Master Association.

**ARTICLE IV. TERM**

The term for which this Master Association shall exist shall be perpetual.

**ARTICLE V. INCORPORATOR**

The name and address of the incorporator of this Master Association is as follows:

Nicole Marginian Swartz  
WCI Communities, LLC  
24301 Walden Center Drive  
Bonita Springs, FL 34134

**ARTICLE VI. OFFICERS**

The officers of the Master Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Master Association shall be elected for a term of 1 year (unless otherwise provided in the Bylaws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the Bylaws of the Master Association.

The names of the persons who shall serve as the first officers are:

Shaun Gillis - President  
David Caldwell - Vice-President /Secretary  
Barry Ernst - Treasurer

**ARTICLE VII. DIRECTORS**

The affairs of the Master Association shall be managed by a Board of Directors composed of not less than 3 directors. Until Transfer of Control, Developer shall be entitled to designate non-member directors to the extent permitted by the Act. The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

- |                |   |
|----------------|---|
| Shaun Gillis   | 24301 Walden Center Drive<br>Bonita Springs, FL 34134 |
| David Caldwell | 24301 Walden Center Drive<br>Bonita Springs, FL 34134 |
| Barry Ernst    | 24301 Walden Center Drive<br>Bonita Springs, FL 34134 |

Transfer of control shall occur in accordance with the applicable provisions of the Act. Additionally, Developer, in its sole discretion, may elect to transfer control at an earlier time.

**ARTICLE VIII. BYLAWS**

The initial Bylaws of the Master Association shall be attached as an exhibit to the Declaration and shall be adopted by the first Board of Directors.

**ARTICLE IX. MEMBERS**

Membership in the Master Association shall automatically consist of and be limited to all of the record owners of Parcels. Transfer of ownership of a Parcel, either voluntary or by operation of law, shall terminate membership in the Master Association and said membership is to become vested in the transferee. If Parcel ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Parcel shall only be entitled to one vote as a member of the Master Association. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws.

**ARTICLE X. AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Master Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Master Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Master Association.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Declarant under the Governing Documents without the written consent of the Developer.

**ARTICLE XI. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Master Association shall 24301 Walden Center Drive, Bonita Springs, Florida 34134, or at such other place or places as may be designated from time to time.

**ARTICLE XII. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Master Association and the name of the initial registered agent at that address are:

Vivien N. Hastings  
24301 Walden Center Drive  
Bonita Springs, Florida 34134

**ARTICLE XIII. INDEMNIFICATION**

The Master Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Master Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE XIV. FUTURE MERGER OF ASSOCIATIONS**

The Master Association governs a portion of the Community, and the Community is contemplated to contain multiple condominiums with separate condominium associations. Subsequent to Transfer of Control, upon a vote of not less than a majority of the total eligible voting interests in the Master Association, the Master Association may be merged into or otherwise combined with such other condominium associations to form one master condominium association to serve the needs of the various condominiums and to achieve economies of scale in terms of governance and expenses. The provisions of this Article XIV shall be read in a manner consistent with the terms and provisions of Article X hereof.

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No. 2534 P. 6/6  
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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 6<sup>th</sup> day of October, 2015.

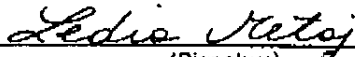
  
\_\_\_\_\_  
Nicole Marginian Swartz, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 2015, by Nicole Marginian Swartz, being known to me to be the person who executed the foregoing Articles of Incorporation of Casella at Pelican Preserve Master Association, Inc. She is personally known to me.

My Commission Expires:

  
\_\_\_\_\_  
(Signature)  
Name: LEDIA METAJ  
(Legibly Printed)  
Notary Public, State of Florida

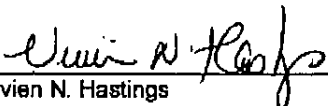
(AFFIX NOTARY SEAL)

# FF051798  
\_\_\_\_\_  
(Commission Number, if any)



**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Casella at Pelican Preserve Master Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.

  
\_\_\_\_\_  
Vivien N. Hastings