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**FLORIDA PROFIT/NON PROFIT CORPORATION
CASA ROHMAR HOMEOWNER ASSOCIATION INC**

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ARTICLES OF INCORPORATION
OF
CASA ROHMAR HOMEOWNER ASSOCIATION INC.

(A Not-for-Profit Corporation under Chapter 617, Florida Statutes)

The undersigned incorporator, for the purpose of forming a corporation, not for profit, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be CASA ROHMAR HOMEOWNER ASSOCIATION, INC., sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation is located at 4099 Tamiami Trail North, Suite 403, Naples Florida 34103.

ARTICLE III

PURPOSE AND POWERS

The purpose for which the corporation is organized is to provide an entity for the ownership, maintenance and operation of certain common areas and common facilities serving Casa Rohmar, located in Collier County, Florida. The Association consists of the land described in Exhibit "A" to the Declaration of Covenants, Conditions and Restrictions for Casa Rohmar, to which these Articles of Incorporation are attached as Exhibit "D" (the "Declaration of Covenants"), and the improvements to be constructed thereon.

The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. 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 under Chapter 617, Florida Statutes, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions

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to which these Articles are attached as a recorded exhibit, or the Bylaws of the Association, and it shall have all other powers and duties reasonably necessary to operate the Property, and effectuate the purpose for which it is organized pursuant to said Declaration of Covenants, Conditions and Restrictions 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 Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To own, lease, maintain, repair, replace or operate any portions of the Common Areas.
- (C) To provide or contract in bulk for the provision of private utility, telecommunication, and other services to the residents.
- (D) To purchase insurance for the protection of the Association and its members.
- (E) To reconstruct improvements after casualty and to make further improvements of the Property.
- (F) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- (G) To sue and be sued, and to enforce the covenants and restrictions in the Declaration of Covenants, these Articles, and the Bylaws of the Association.
- (H) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Property.
- (I) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of the Property, if they are intended to provide enjoyment, recreation, or other use or benefit to the members.
- (J) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or Property of the Association.
- (K) To be responsible in perpetuity for maintenance of the Preservation areas (i.e., all preserved, restored, or created wetlands areas and upland buffer zones); and to take

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action against Lot owners or Neighborhood Associations, if necessary, to enforce the conditions of the permit issued by South Florida Water Management District ("SFWMD") for the Property.

(L) To be the responsible entity to operate and maintain the stormwater management system as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

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 of Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in Section 4 of the Declaration of Covenants, Conditions and Restrictions and Section 2 of the Bylaws.

ARTICLE V

TERM

The term of the Association shall be perpetual. If the Association is dissolved, the property consisting of the Stormwater Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, those Properties must be dedicated or conveyed to a similar non-profit corporation to assure continued maintenance in perpetuity.

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 may proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4th) of the voting interests.

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(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, or the Governing Documents, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least 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, as authorized in Section 3.11 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes 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 are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS

(A) The affairs of the Association will 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 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

INITIAL DIRECTORS

The initial Directors of the Association shall be:

HALA D. NEMER
4099 Tamiami Trail North, Suite 403
Naples, FL 34103

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WALEED NEMER
4099 Tamiami Trail North, Suite 403
Naples, FL 34103

TANIA T. NEMER
4099 Tamiami Trail North, Suite 403
Naples, FL 34103

ARTICLE X

INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at 4099 Tamiami Trail North, Suite 403, Naples, FL 34103 and the initial registered agent at said address shall be JOSEPH E. UJCZO, ESQ.

ARTICLE XI

INDEMNIFICATION

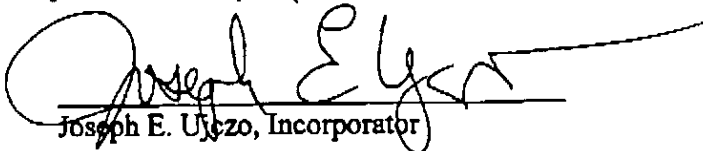
To the fullest extent permitted by Florida law, the Association must indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (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 establishes that his or her 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) 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 an out-of-court settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the 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.

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WHEREFORE the Incorporator has executed these presents on this 18th day of October 2021.

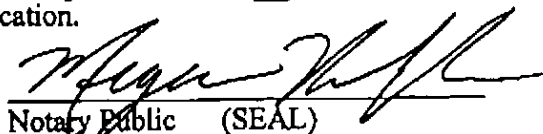

Joseph E. Ujcz, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

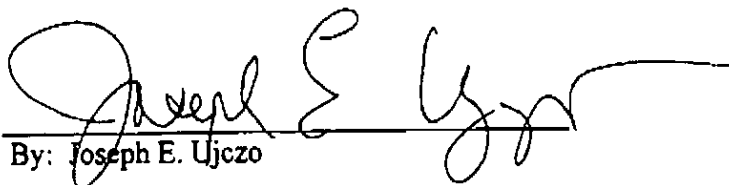
Acknowledged before me this 18th day of October 2021, by Joseph E. Ujcz, by means of ☒ physical presence or ☐ online notarization, who is personally known to me or did produce _____ as identification.




Notary Public (SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process, for Casa Rohmar Homeowner Association, Inc., 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 laws of the State of Florida in keeping open said office.


By: Joseph E. Ujcz

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