

N96000002001  
SWALM & MURRELL, J.A.  
ATTORNEYS AT LAW

2375 Tamiami Trail North, Suite 308  
Naples, Florida 33940  
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John M. Swalm III  
Robert E. Murrell  
Robert C. Samouce

Phillip M. Francoeur, Jr.  
of Counsel

April 8, 1996

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

200001775712  
-04/10/96--01085--001  
\*\*\*612.50 \*\*\*122.50

RE: Articles of Incorporation

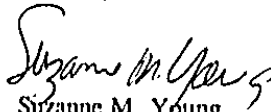
Please file and return a certified copy of the Articles for the following corporations:

Cypress Pointe Homeowners Association, Inc.  
Villas I at Glen Abbey Association, Inc.  
Veranda I at Prestwick Association, Inc.  
Terrace II at Prestwick Association, Inc.  
Terrace I at Prestwick Association, Inc.

The original and one copy of the above-referenced Articles of Incorporations are enclosed, along with our check in the amount of \$612.50 for services rendered.

Thank you.

Sincerely,

  
Suzanne M. Young  
Legal Assistant

/smy  
Encs.

FILED  
96 APR 10 AM 11:51  
TALLAHASSEE, FLORIDA

FILED  
13-SEP-12 11:51  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CYPRESS POINTE HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes (1995), these Articles of Incorporation are created by Anthony Persichilli, 10491 Six Cypress Mile Parkway, Suite 101, Ft. Myers, FL 33912, as sole Incorporator, for the purpose set forth below.

**ARTICLE I**

**NAME:** The name of the corporation is Cypress Pointe Homeowners Association, Inc., sometimes hereinafter referred to as the "Association."

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation is located at 10491 Six Mile Cypress Parkway, Suite 101, Ft. Myers, FL 33912.

**ARTICLE III**

**PURPOSE AND POWERS:** This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Collier County, Florida, have 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 the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Fix, levy, collect and enforce payment by an lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.
- (B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as Villas I at Glen Abbey.
- (C) 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 Association.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) 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.

(F) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.

(H) Assist, cooperatively with the Naples Heritage Golf & Country Club, Inc., in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for Naples Heritage Golf & Country Club, as amended and supplemented from time to time.

(I) Exercise any and all powers, rights and privileges which a corporate homeowners association organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

#### ARTICLE IV

**MEMBERSHIP AND VOTING RIGHTS:** Membership and Voting Rights shall be as set forth in Section 3 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.

#### ARTICLE VI

**BY-LAWS:** 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. 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 (1/4) of the voting interests, and shall be

(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, 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:

**Anthony Persichilli**  
10491 Six Mile Cypress Pky., Suite 101  
Ft. Myers, FL 33912

**Darin McMurray**  
10491 Six Mile Cypress Pky., Suite 101  
Ft. Myers, FL 33912

**Alan Burns**  
10491 Six Mile Cypress Pky., Suite 101  
Ft. Myers, FL 33912

## ARTICLE X

**INITIAL REGISTERED AGENT:** The initial registered office of the Association shall be at: 2375 Tamiami Trail N., Suite 308, Naples, Florida 33940 . The initial registered agent at said address shall be:

Swalm & Murrell, P.A.

## ARTICLE XI

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys 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 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.

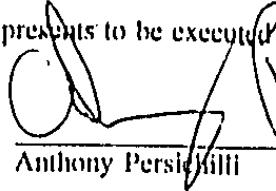
(C) A transaction from which the Director or officer derived an improper personal benefit.

(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 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.


WHEREFORE the incorporator has caused these presents to be executed this 25<sup>th</sup> day of April, 1996.

  
Anthony Persichilli

STATE OF FLORIDA  
COUNTY OF Polk

Acknowledged before me this 25<sup>th</sup> day of April, 1996, by Anthony Persichilli, who is personally known to me or did produce \_\_\_\_\_ as identification.



  
Notary Public (SEAL)  
Print name: TRISHA L. BECKLER

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for **Cypress Pointe Homeowners 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.

**SWALM & MURRELL, P.A.**

  
John M. Swalm, III, President

FILED  
95 APR 19 AM 11:51  
POLK COUNTY, FLORIDA

224

SWALM & MURRELL, P. A.  
ATTORNEYS AT LAW

2375 Tamiami Trail North, Suite 308  
Naples, Florida 34103

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Facsimile (941) 434-0803

Phillip M. Francoeur, Jr.  
of Counsel  
John Forsyth  
Retired

John M. Swalm  
Robert E. Murrell  
Robert C. Murrell

**N 9600000 2001**

March 21, 1997

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

800002122838--4  
-03/24/97--01215--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Articles of Amendment; Cypress Pointe Homeowners Association, Inc.

Enclosed please find the original and one copy of the above-referenced document. Please file this document and return a certified copy to our office at your earliest convenience. Our check in the amount of \$87.50 is enclosed.

Sincerely,

*Suzanne M. Young*  
Suzanne M. Young  
Legal Assistant

/smy  
Encs.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
MARCH 23 1997  
OFFICE OF THE CLERK  
TALLAHASSEE, FLORIDA

*CM*  
*N 9600000 2001*  
*Amend*  
*\* Check Report*



ARTICLES OF AMENDMENT

1. Paragraph (B) of Article III of the Articles of Incorporation of Cypress Pointe Homeowners Association, Inc., which were filed with the Secretary of State on April 10, 1996, shall be amended as follows:

Note: New language is underlined; language being deleted is shown in struck-through type.

ARTICLE III

**PURPOSE AND POWERS:** This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Collier County, Florida, have 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 the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

\*\*\*

(B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as Cypress Pointe Villas ~~at Glen Abbey~~.

2. As no members have been admitted to this corporation, the foregoing amendment was adopted by a majority of the Directors, pursuant to Section 617.1002(1)(b), Florida Statutes, and said vote is sufficient for their amendment. The foregoing were adopted at a duly called Board meeting held on March 13, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 17<sup>th</sup> day of March, 1997.

CYPRESS POINTE HOMEOWNERS  
ASSOCIATION, INC.

BY [Signature]  
Anthony Persichilli, President

10491 Six Mile Cypress Parkway  
Ft. Myers, FL 33912

(CORPORATE SEAL)

ATTEST:

[Signature]  
Alan R. Burns, Secretary

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Anthony Persichilli, as President of Cypress Pointe Homeowners Association, Inc., and who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendment for the purpose therein stated. He is personally known to me or did produce \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of March, 1997.



JANICE M GIVEN  
My Commission CC377333  
Expires Jun. 01, 1998  
Bonded by ANB  
800-852-5878

[Signature]  
Notary Public  
(SEAL)