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19800005469

Anthony J. Gargano

Please reply to:
P.O. Box 2527
Fort Myers, Florida 33902-2527

September 18, 1998

Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

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EFFECTIVE DATE
9-16-98

**RE: ARTICLES OF INCORPORATION FOR
VANDERBILT COUNTRY CLUB MASTER COMMUNITY ASSOCIATION, INC.**

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of VANDERBILT COUNTRY CLUB MASTER COMMUNITY ASSOCIATION, INC. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	\$35.00
Registered Agent Filing Fee:	\$35.00
Certified Copy Fee:	\$52.50

TOTAL: \$122.50

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

Anthony J. Gargano

Anthony J. Gargano (573)

19800005469

AJG:rds
enclosures
cc: client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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EFFECTIVE DATE
9-16-98

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**ARTICLES OF INCORPORATION OF
VANDERBILT COUNTRY CLUB
MASTER COMMUNITY ASSOCIATION, INC.
(A NON-PROFIT FLORIDA CORPORATION)**

ARTICLE I - NAME

The name of this Corporation is VANDERBILT COUNTRY CLUB MASTER COMMUNITY ASSOCIATION, INC. 448 C.R. 951 - NAPLES, FLORIDA 34119.

ARTICLE II - PURPOSE

This Corporation is organized as a non-profit corporation pursuant to Chapter 617, Florida Statutes, to act as the governing Master Association of VANDERBILT COUNTRY CLUB located in Collier County, Florida.

ARTICLE III - DEFINITIONS

Capitalization of a word or term not normally capitalized indicates the word or term is defined in the Master Declaration of General Protective Covenants, Conditions and Restrictions of Vanderbilt Country Club ("Master Declaration") and has that meaning when used in these Articles of Incorporation and any amendments hereto. In addition, Article Three, Section Two of the Master Declaration concerning interpretation applies to the interpretation of these Articles of Incorporation.

ARTICLE IV - MEMBERSHIP

This Corporation is organized on a non-stock basis and will not issue shares of stock. Membership may (but is not required to) be evidenced by a Certificate of Membership. The qualification of members and the manner of their admission are as follows: every Owner of a Lot or Residence within VANDERBILT COUNTRY CLUB is a Member. Each Owner accepts membership and agrees to be bound by the Master Declaration, these Articles of Incorporation, and By-Laws of this Corporation, and the Rules and Regulations adopted pursuant thereto. Membership is appurtenant to a Lot or Residence and may not be transferred separate and apart from a transfer of ownership of a Lot or Residence. Membership commences upon acquisition, and terminates upon sale or transfer, of an Owner's interest in a Lot or Residence, whether voluntary or involuntary. An Owner's grant of a security interest in a Lot or Residence as security for an obligation neither terminates the Owners' membership in the Master Association, nor makes the creditor secured thereby a Member.

ARTICLE V - EXISTENCE

This Corporation exists perpetually. However, in the event this Corporation is dissolved, the Common Areas of Vanderbilt Country Club, including but not limited to, the Surface Water Management System, and any other facility required by government development order or permit, including but not limited to, if required private streets and adjacent drainage, utilities, public water and sewage system, open space, parks, recreation areas, buffers, conservation easements, preserve and buffer areas, in accordance with those government regulations or permits which are applicable thereto and the Master Declaration will be conveyed or dedicated to a similar non-profit organization to assure continued maintenance in perpetuity.

ARTICLE VI - SUBSCRIBER(S)

The name and address of the subscriber to these Articles of Incorporation is:

Jeff Darragh
448 C.R. 951
Naples, FL 34119

ARTICLE VII - MANAGEMENT

The affairs of the Corporation will be managed initially by a Board of Directors of three (3) members. The manner members of the Board of Directors will be elected or appointed is set forth in the By-Laws of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors is three (3) and their names and addresses are as follows:

Jeff Darragh
448 C.R. 951
Naples, FL 34119

John Gnagey
448 C.R. 951
Naples, FL 34119

Andrea Skiera
448 C.R. 951
Naples, FL 34119

ARTICLE IX - INITIAL OFFICERS

The names of the initial officers who will serve until their successors are elected or appointed as provided in the Bylaws are:

President: Jeff Darragh

Vice President: John Gnagey

Secretary: Jeff Darragh

Treasurer: Andrea Skiera

ARTICLE X - BY-LAWS

The Bylaws of the Corporation will be made, altered or rescinded by the members of the Corporation as provided in the Bylaws.

ARTICLE XI - AMENDMENTS

Amendments of these Articles of Incorporation may be proposed and adopted at any regular meeting or specially called meeting of the Members of the Corporation by the affirmative vote of seventy-five percent (75%) all the Members. Due notice of the meeting must have been given as provided for in the Bylaws.

ARTICLE XII - POWERS

This Corporation has all power and authority granted to it by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, which do not conflict with the Master Declaration, including, but not limited to:

1. this Corporation may own and convey real and personal property;

2. this Corporation will establish, amend or rescind Bylaws as well as Rules and Regulations; provided, however, that Bylaws and Rules and Regulations do not conflict with these Articles or the Master Declaration;

3. this Corporation will fix, establish and assess Members and enforce those assessments against Members (Owners) and their Lots or Residences within Vanderbilt Country Club according to the Master Declaration;

4. this Corporation may sue and be sued;

5. this Corporation may contract for services necessary for operation and maintenance;

6. this Corporation will operate, maintain, replace and repair the Common Areas of Vanderbilt Country Club, including but not limited to, the Surface Water Management System as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts, and related appurtenances, as well as any conservation areas which include, but are not limited to reserved wetlands, upland buffers, upland construction areas and preserves;

7. this Corporation will operate, maintain, replace and repair those facilities if required by governmental development order or permit including, but not limited to private streets and adjacent drainage, utilities, public water and sewage system, open space, parks, recreation areas, conservation areas, preserve areas and buffer areas, in accordance with those government regulations or permits which are applicable thereto, and in accordance with the Master Declaration;

8. this Corporation has all other powers necessary to perform and exercise the duties of the Master Association as set forth in the Master Declaration; and

9. this Corporation will pay taxes and assessments which are liens against the Corporation, the Common Areas and its property.

ARTICLE XIII - VOTING

For purposes of voting rights only, the Master Association has three (3) categories of membership: (1) Class A Memberships, which include all Owners of Lots and Residences within Vanderbilt Country Club; (2) Class B Memberships, which include the designated representatives of each Neighborhood within Vanderbilt Country Club; and (3) one Class C Membership which is held exclusively by the Declarant and its designated successors and assigns.

1. Class A Membership. Class A Members are entitled to one (1) vote for each single family Lot or each Residence, owned by that Class A Member; provided, however, that multiple Owners of a single family Lot or a Residence have a total of only one (1) vote for one (1) single family Lot or one (1) Residence. Class A Members who own a multi family Lot are entitled to one vote for each index point assigned by Declarant to that multi family Lot at the time the vote is taken.

2. Class B Membership. Each Neighborhood Association will designate one (1) Member of its Board of Directors to serve as the representative Member of the Neighborhood Association. One representative Member of each Neighborhood Association will hold one Class B Membership in the Master Association. Each representative Member present at a meeting is entitled to cast the number of votes equal to the number of Class A Members of the Neighborhood Association the representative Member represents. Representative Members have representative voting rights as provided herein, but representative Members are not otherwise entitled, independent of any Class A interest they may personally have, to any privilege or right in connection with the Master Association, the Common Areas or this Master Declaration.

3. Class C Membership. The Class C Member is the Declarant, its assignee or designee to whom the Declarant assigns all or part of its voting rights as a Class C Member. The Declarant has the number of votes at any meeting in which votes are to be taken equal to the total of all Class A Members plus one vote. Class C Membership terminates and converts on a Lot and Residence basis to Class A membership within three (3) months of the date Declarant conveys at least ninety percent (90%) of the Lots and Residences within The Properties to Owners other than the Declarant or any Sub-Developer, or on an earlier date as the Declarant may elect to terminate its Class C Membership.

4. Direct Voting. While most votes will be held by representative Members (Class B) voting the shares of the represented Members (Class A), the Board may require direct voting of the Class A Members. In that event, the vote of each Class A Member will be reported by the representative Member. The By-Laws provide the manner of casting votes.

5. Election of Board of Directors. Directors of the Master Association will be elected and removed, and vacancies on the Board of Directors will be filled, as provided in these Articles of Incorporation and the By-Laws.

6. Control of Board of Directors During Development. During the time Declarant is a Class C Member, Declarant has the right to designate, elect and remove members of the Board, and the Directors designated by Declarant need not be Members. In addition, as long as Declarant owns at least five percent (5%) of the Lots and Residences within The Properties and owns them for sale in the ordinary course of its business, Declarant is entitled to elect at least one (1) Director. The Declarant may waive its right to elect at least one (1) Director.

7. Successor by Foreclosure. In the event a mortgagee or other person or entity acquires title to a Lot or Residence by foreclosure or deed in lieu of foreclosure, that mortgagee or other person or entity, has the category of membership last held by the Owner of the Lot or Residence from whom title was acquired.

8. Majority. When reference is made herein, or in the By-Laws, Rules and Regulations, management contracts or otherwise, to a "majority" or specific "percentage of Members," that reference is reference to a majority or specific percentage of the votes of Members represented at a duly constituted meeting (i.e., one for which proper notice has been given and at which a quorum exists) and not of all the Members of the Master Association.

ARTICLE XIV - ADDITIONS

Declarant, Worthington Communities of Naples, Inc., as long as it owns property in Vanderbilt Country Club may add property to and withdraw property from Vanderbilt Country Club in accordance with the Master Declaration and thereby increase or decrease the number of Members.

ARTICLE XV - DISSOLUTION

1. The Corporation may be dissolved if: (1) not less than three-fourths (3/4) of the members of the Board of Administration adopt a resolution to dissolve the Corporation; (2) the resolution is approved by Declarant for so long as it is a Member; (3) not less than three-fourths (3/4) of the Members of the Corporation approve the resolution; and (4) a decree is issued in accordance with Section 617.05, Florida Statutes. Upon dissolution of the Corporation, all of its assets remaining after provision for creditors and payment of all costs and expenses of dissolution will be distributed in the following manner:

a. real property contributed to the Corporation, without the receipt of other than nominal consideration, by Declarant will be returned in fee simple and without encumbrances to Declarant or its successor whether or not it is a Member at the time of dissolution, unless it refuses to accept the conveyance in whole or in part;

b. property determined by the Board of Administration to be appropriate for dedication to an applicable governmental agency or utility will be dedicated to that agency or utility. In the event that dedication is refused acceptance, that property will be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable as those to which they were required to be devoted by the Corporation;

c. any remaining assets will be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of a provision, in accordance with each Member's voting rights; and

d. no disposition of the Corporation's property is effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to a Lot or Residence owned by that Member unless made in accordance with provisions of that deed or instrument.

2. In the event of the termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the Surface Water Management System will be transferred to and accepted by an entity approved by the South Florida Water Management District, the County and the City (if applicable) prior to termination, dissolution or liquidation.

ARTICLE XVI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is **448 C.R. 951, Naples, FL 34119**. The name of the initial registered agent of this Corporation is **Glenn Cribbett**. The Board of Administration has the right to designate subsequent registered agents and registered offices without amending these Articles.

ARTICLE XVII - INDEMNIFICATION

The Corporation will indemnify every member of the Board of Administration and every officer, his/her heirs, personal representatives and assigns against all loss, cost and expenses reasonably incurred by or imposed upon him/her in connection with any action, suit or proceeding to which he/she may be a party by reason of his/her being or having been a Board of Administration member or officer of the Corporation, including reasonable attorneys' fees, except as to matters wherein he/she will be finally adjudged in that action, suit or proceeding to be liable for, or guilty of, gross negligence, willful misconduct or malfeasance in the performance of his/her duty; provided that in the event of any claim for indemnification hereunder based on a settlement by the Board member or officer seeking indemnification, the indemnification will apply only if the Board of Administration approves the indemnification. The foregoing right of indemnification is in addition to and not exclusive of all other rights to which the Board Member or officer is entitled. The Board may, as and when available, obtain officers' and Board of Administration members' liability insurance and the cost is a Common Expense.

ARTICLE XVIII - COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.0123(b), Florida Statutes, the date when corporate existence commences is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XIX - AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

1. **Notice.** Notice of the subject matter of a proposed Amendment will be included in the notice of any meeting at which the proposed Amendment will be considered.

2. **Adoption.** An Amendment may be proposed by a majority of the Board of Directors or by not less than a majority of the Members. Subject to the limitations set forth in Three below, the Amendment will be adopted if it is approved either by:

- a. not less than two-thirds (2/3rds) of the votes of all Members and by not less than seventy-five percent (75%) of the Board of Directors; or
- b. by not less than seventy five percent (75%) of the votes of all the Members.

3. **Limitations.** No Amendment may be made that is in conflict with the Chapter 617, Florida Statutes, or the Master Declaration, nor shall any amendment abridge, alter or amend the rights of the Declarant or mortgagees of Lots or Residences without their consent. Prior to Turnover an Amendment requires the consent of the Declarant.

4. **Recording.** A copy of each Amendment will be attached to a certificate certifying that the Amendment was duly adopted as an Amendment of the Articles of Incorporation. The certificate will be executed by the President or Vice President and attested by the Secretary or assistant Secretary of the Corporation with the formalities of a deed. The amendment is effective when the certificate and copy of the Amendment are recorded in the Public Records of the County.

5. **Format.** Proposals to amend the existing Articles of Incorporation must contain the full text of the Articles of Incorporation to be amended. New words will be underlined and words to be deleted will be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendments saying "SUBSTANTIAL REWORDING OF ARTICLES. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of September, 1998.

By: 
Jeff Darragh, Subscriber

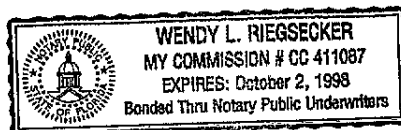
STATE OF FLORIDA
COUNTY OF Collier

The foregoing Articles of Incorporation of Vanderbilt Country Club Master Community Association, Inc. were acknowledged before me this 16 day of September, 1998 by Jeff Darragh, who is personally known to me and who did not take an oath.


Notary Public

Wendy L. Riegsecker
(Typed name)

My commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that VANDERBILT COUNTRY CLUB MASTER COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named Glenn Cribbett, located at 448 C.R. 951, Naples, FL 34119, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

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



Glenn Cribbett