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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-05/07/99--01055--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Madison Estates Homeowners Association, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** James A. Pilon, P.A.

Name (Printed or typed)

1000 North Tamiami Trail, Suite 201

Address

Naples, Florida 34102

City, State & Zip

(941) 263-8282

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY -7 PM 5: 31

FILED

NOTE: Please provide the original and one copy of the articles.

Jae 5/11

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ARTICLES OF INCORPORATION  
OF  
MADISON ESTATES HOMEOWNERS ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and a resident of the State of Florida, has voluntarily associated himself for the purpose of forming a corporation not for profit under authority of Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of the association is Madison Estates Homeowners Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation is located at Suite 201, 1000 Tamiami Trail North, Naples, FL 34102.

ARTICLE III

PURPOSE AND POWERS

This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or directors. It is a non-profit corporation formed for the purpose of establishing a corporate residential community homeowners association which will, subject to a Declaration of Neighborhood Covenants, hereinafter referred to as the "Declaration", recorded in the Public Records of Collier County, Florida, have the specific purposes and powers described below:

PURPOSES:

(A) To provide for the maintenance of such common and private areas and structures as may be placed under the jurisdiction of this Association, and to provide for architectural control regulation of all improvements in Madison Estates, legally described as a tract of land lying in Section 24, Township 48 South, Range 25 East, Collier County, Florida, as more particularly described in the plat of Madison Estates to be recorded in the Public Records of Collier County, Florida.

(B) To promote the health, safety and welfare of the residents of the residential community which is to be known as Madison Estates and is to be constructed on the tract of land described above.

(C) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the Declaration.

POWERS:

The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are consistent with these Articles and with the Declaration and all of the powers and authority reasonably necessary or appropriate to the operation of a residential community subject to the Declaration, as it may from time to time be amended, and including but not limited to the following powers:

(A) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, and the Declaration is hereby incorporated by reference and made a part hereof;

(B) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(C) To enforce any and all covenants, conditions, restrictions and agreements applicable to the residential community known as Madison Estates;

(D) To pay taxes, if any, on the Common Areas and common facilities;

(E) To 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;

(F) To borrow money, and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided that such borrowing shall have the assent of two-thirds (2/3) of the members entitled to vote, other than the developer.

(G) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members entitled to vote, other than the developer, agreeing to such dedication, sale or transfer;

(H) To participate in mergers and consolidations with other non-profit corporation organized for the same purpose or annex additional residential property and common area, provided

that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members entitled to vote, other than the developer;

(I) Subject always to the Declaration, to 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;

#### ARTICLE IV

#### MEMBERSHIP

Every person or entity who is a record owner of a fee simple or of a fractional undivided fee simple interest in any lot which is subject, by covenants of record, to the jurisdiction and powers of the Association, (hereinafter referred to as a "Lot") shall be a member of the Association. The foregoing is not intended to include persons and 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 any Lot which is subject to the aforesaid jurisdiction and powers of the Association. All membership rights and duties shall be subject to and controlled by the Declaration, which is to be in the form of a covenant running with the land.

#### ARTICLE V

#### VOTING RIGHTS

All members of the Association shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, but the single vote

for such Lot shall be exercised as they among themselves determine, and in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of three (3) directors who need not be members of the Association. the number of directors may be changed by amendment of the By-laws of the Association, but shall never be less than three (3) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
James H. Gorman	717 Galleon Drive, Naples, FL 34102
James A. Pilon	Suite 201, 1000 Tamiami Trail North, Naples, FL 34102
Linda S. Morris	Suite 201, 1000 Tamiami Trail North, Naples, FL 341029

The directors may, by By-law, fix the term of office for all directors. However, unless contrary provisions are made by By-law, each director's term of office shall be for one year, but all directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of the Association an election of members subject to the power to appoint set forth below. Directors may serve successive annual terms without limitation.

All the Directors of the Association shall be appointed by the developer of Madison Estates, subject to the following:

1. When members of the Association other than the developer shall own 15 percent or more of the Lots within Madison Estates, the members other than the developer shall

be entitled to elect one-third of the directors. (For purposes of computing "one-third", fractional amounts less than one shall be disregarded.)

2. When members of the Association other than the developer shall own 90 percent or more of the Lots within Madison Estates, the members other than the developer shall be entitled to elect a majority of the members of the Board of Directors.
3. The developer may at any time by written notice to the Association surrender the power to appoint directors.

## ARTICLE VII

### OFFICERS

The affairs of the Association shall be administered by a president, a secretary and a treasurer and such other officers as may be designated in the By-laws. 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 of Directors.

The names and addresses of the officers who shall serve until the first election by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>
President	James H. Gorman
Vice President	James A. Pilon
Secretary/Treasurer	Linda S. Morris

## ARTICLE VIII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members who are entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE IX  
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by it against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to any and not exclusive of all other rights to which such director or officer may be entitled.



ARTICLE X

BY-LAWS

The first By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by resolution adopted by a majority of the Board.

ARTICLE XI

DURATION

The Association shall have perpetual existence.

ARTICLE XII

AMENDMENTS

These Articles may be amended by resolution adopted by two-thirds (2/3) of the members of the Association entitled to vote, at any regular or special membership meeting called for the purpose of considering the amendment of these Articles, or by resolution unanimously adopted by the Board of Directors; provided however, that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to Madison Estates, (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE XIII

SUBSCRIBERS


The name and residence of the subscribing incorporator of these Articles of Incorporation are:

James H. Gorman

717 Galleon Drive, Naples, FL 34102

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, I, the undersigned, being the subscribing incorporator of this Association, have executed these Articles of Incorporation this \_\_\_\_ day of May, 1999.

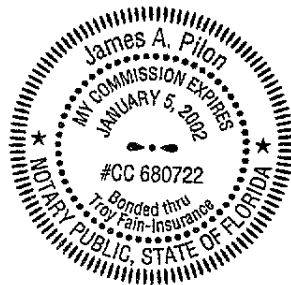
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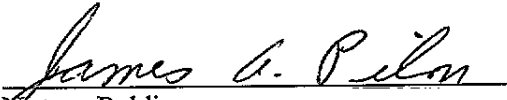
  
\_\_\_\_\_  
James H. Gorman

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing document was acknowledged before me this 5 day of May, 1999, by James H. Gorman, who is personally known to me or who produced N/A as identification.

(SEAL)



  
\_\_\_\_\_  
Notary Public  
Print or Type Name: JAMES A. PILON  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

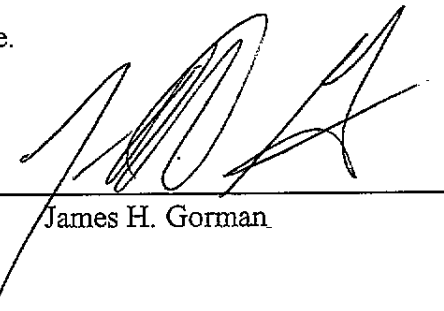
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99 MAY -7 PM 5:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, Madison Estates Homeowners 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 City of Naples, County of Collier, State of Florida, has named James H. Gorman located at 717 Galleon Drive, City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

By:   
James H. Gorman