

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Surfsedge at Indian River Shores Master Association

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ARTICLES OF INCORPORATION
OF
SURFEDGE AT INDIAN RIVER SHORES MASTER ASSOCIATION, INC.
a Florida not-for-profit corporation

The undersigned executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation in compliance with the requirements of Chapter 617, Florida Statutes.

ARTICLE I

Corporate Name

The name of the corporation is Surfedge at Indian River Shores Master Association, Inc., hereinafter called the "Association."

ARTICLE II

Address

The street address of the initial principal office and the initial mailing address of the Association shall be 4200 Gulf Shore Blvd. North, Naples, FL 34103.

ARTICLE III

Registered Agent

C. Neil Gregory, Esquire, whose address is 4001 Tamiami Trail N., Suite 105, Naples, FL 34103, is hereby appointed the initial registered agent of this Association. The Board of Directors shall provide the registered agent with a copy of any Florida Department of Environmental Protection ("FDEP") permits and all further permitting actions of the FDEP. The registered agent shall maintain copies of the same for the benefit of the Association.

ARTICLE IV

Purpose of the Association

The purposes for which the Association is organized is to function and operate as the master homeowners' association for the neighborhood known as Surfedge at Indian River Shores ("the Neighborhood") pursuant to the Master Declaration of Covenants, Conditions and Restrictions for Surfedge at Indian River Shores (the "Declaration") recorded or to be recorded in the Public Records of Indian River County, as amended from time to time; to operate, maintain, repair and replace the Common Areas or other property owned by, leased to, dedicated to, or agreed to be maintained by the Association including the Surface Water Management System; to provide for architectural control of improvements within the Neighborhood; to exercise all rights and to perform all duties and obligations of the Association as set forth in the Declaration; to promote the health, safety and welfare of the owners of the Neighborhood; and to engage in such other lawful activities as may benefit such owners and enhance property values in the

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Neighborhood. All funds and title to property shall be held for the benefit of the Members. No part of the income of the Association shall be distributed to the members, directors or officers, however, the Association may reimburse its directors, officers and committee members for expenses reasonably incurred in performing services to the Association.

The Association shall operate, maintain and manage the Stormwater Management System in a manner consistent with the requirements of FDEP environmental resource permit no. 31-0369740-001-EI ("FDEP Permit") and applicable FDEP rules, and shall assist in the enforcement of the Declaration and other Governing Documents which relate to the Stormwater Management System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System.

ARTICLE V

Powers of the Association

The Association shall have all of the common law and statutory powers granted to it under Florida law which are not in conflict with the terms of these Articles or the Declaration, including all powers set forth in Section 617.0302 of the Florida Statutes. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following powers:

- (a) To exercise all of 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;
- (b) To assess members and to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) To purchase such insurance and bonds as the Board of Directors of the Association deem advisable;
- (d) To reconstruct improvements after casualty and make further improvements upon the property;
- (e) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;
- (f) To employ personnel to perform, or to contract for, the services required for proper operation of the Association;
- (g) 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;
- (h) 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;
- (i) To grant, modify or move any easement and to enter into easement and license agreements;

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- (j) To employ or retain accounts, attorneys, engineers or other personnel;
- (k) To employ or retain management companies or personnel to assist in the management of the Association;
- (l) To appoint committees as the Board of Directors may deem appropriate;
- (m) To establish rules and regulations which are not inconsistent with the Declaration or these Articles;
- (n) To sue and be sued;
- (o) To dedicate, sell or transfer all or any part of the Association property, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration;
- (p) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas;
- (q) To assess Members and the Lots and Units subject to the Declaration and to enforce assessments;
- (r) To provide supplemental municipal services;
- (s) To enter into bulk rate agreements for providing services or utilities to the Lots subject to the Declaration;
- (t) To enter into contracts including contracts for services and routine custodial maintenance;
- (u) To operate and maintain Neighborhood Common Property including the Stormwater Management System serving the Property as permitted in the FDEP Permit. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System;
- (v) To own and convey property;
- (w) To require all Owners or Lots or Units to be members of the Association; and
- (x) To demonstrate that the land on which the Stormwater Management System is located is owned or otherwise controlled by the Association to the extent necessary to operate or maintain the system or convey operation and maintenance to another entity.

ARTICLE VI

Membership

The qualification for membership in the Association shall be as set forth in the Declaration and shall be regulated by the Bylaws for the Association. Membership of the Association shall be composed of all record owners of a fee simple interest in one (1) or more Lots or Units subject to the Declaration. The

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Association shall have two (2) classes of membership until Turnover as defined in the Declaration. Class A Membership shall be all record owners of Lots and Units subject to the Declaration. Class B Membership shall be Lutgert Vero, LLC, a Florida limited liability company or its successors or assigns ("Declarant"). Class B Membership shall terminate upon Turnover.

ARTICLE VII

Voting Rights

Voting rights of each Member shall be as set forth in the Declaration and shall be regulated by the Bylaws.

ARTICLE VIII

Board of Directors

The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. Initially, the Association shall have three (3) Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. 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>
Howard B. Gutman	4200 Gulf Shore Blvd. North Naples, FL 34103
Michael T. Hoyt	4200 Gulf Shore Blvd. North Naples, FL 34103
Erik F. Lutgert	4200 Gulf Shore Blvd. North Naples, FL 34103

ARTICLE IX

Officers

The affairs of the Association shall be administered by a President, Vice-President(s), a Secretary, a Treasurer, and such other officers as may be designated from time to time by the Board of Directors. The officers shall be elected or designated by the Board of Directors. The names and addresses of the officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	Howard B. Gutman 4200 Gulf Shore Blvd. North Naples, FL 34103
Vice President	Michael T. Hoyt 4200 Gulf Shore Blvd. North Naples, FL 34103

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Secretary

Erik F. Lutgert
4200 Gulf Shore Blvd. North
Naples, FL 34103

Treasurer

Howard B. Gutman
4200 Gulf Shore Blvd. North
Naples, FL 34103

ARTICLE X

Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director of, every Officer of, every Committee Member of and every Member serving at the request of, the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he/she may be a party because of his/her being or having been a Director of, Officer of, Committee Member of, or Member serving the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/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/her action was unlawful or had reasonable cause to believe his/her action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply if the Association believes that one of the above exceptions to indemnification applies, and thereafter, such an exception is established by a judgment or other final adjudication. 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.

ARTICLE XI

Dissolution

The Association may be dissolved upon a vote of, or the written consent signed by, Members holding not less than two-thirds (2/3rds) of the voting interest of the Association. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to, maintained by, and accepted by an entity which would comply with Chapter 62-330, F.A.C., and sections 12.3.1(a) through (f) of the Environmental Resource Permit Applicant's Handbook Volume I ("Volume I") who has the powers listed in section 12.3.3(b)1. through 8 of Volume I, the covenants and restrictions required in sections 12.3.3(c)1.

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through 9. of Volume I, and the ability to accept responsibility for the operation and routine custodial maintenance of the Stormwater Management System described in section 12.3.3(d)1. or 2. of Volume I, and be approved in writing by the FDEP prior to such termination, dissolution or liquidation.

ARTICLE XII

Existence and Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XIII

Amendments

Until Turnover (as defined in the Declaration) Amendments to the Articles of Incorporation may be made by the Board of Directors. After Turnover, Amendments to the Articles of Incorporation shall require the affirmative vote of at least two-thirds (2/3rds) of the total voting interest of the Association. Amendments shall be effective upon approval, filing with the Secretary of State and recording in the Public Records of Indian River County, Florida. Notwithstanding the foregoing, no provision may revoke, amend or modify any right or privilege of the Declarant without the written consent of Declarant nor of the FDEP Permit without the written consent of the FDEP. Any proposed amendment to the Declaration, Articles of Incorporation, or other Association documents affecting the Stormwater Management System (including environmental conservation areas and the water management portions of the common areas) must be submitted to FDEP for a determination of whether the amendment necessitates a modification of the FDEP Permit. The amendment affecting the Stormwater Management System may not be finalized until any necessary permit modification is approved by FDEP or the Association is advised that a modification is not necessary.

ARTICLE XIV

Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Michael T. Hoyt	4200 Gulf Shore Blvd. North Naples, FL 34103

ARTICLE XV

Interpretation

These Articles of Incorporation shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws. Definitions set forth in the Declaration shall apply to terms used in these Articles.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 19th day of August, 2019.



Michael T. Hoyt, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

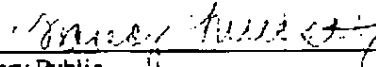
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Michael T. Hoyt, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that the matters and things contained in the above and foregoing are true and correct, and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of August, 2019.

(SEAL)



NANCY L. WESTBY
Notary Public, State of Florida
My Comm. Expires Oct. 22, 2019
Commission No. FF 813122



Notary Public
Nancy L. Westby
Typed/Printed Name of Notary
My Commission Expires: _____

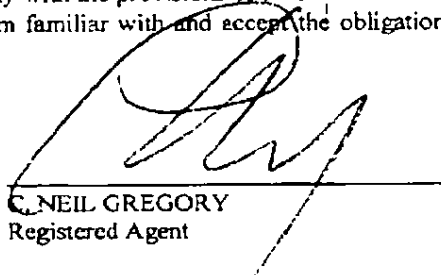
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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



C. NEIL GREGORY
Registered Agent

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August 16, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BILZIN SUMBERG BAENA PRICE AXELROD

SUBJECT: 641 INVESTMENT, LLC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 245-6052.

Marti Simmons
Regulatory Specialist II
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