

# N00000001099

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February 14, 2000

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AVAILABLE FOR CONSULTATION

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VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Milan Neighborhood Association, Inc.  
Our File No: 8901.004

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

*Perry Peeples*

C. Perry Peeples

CPP/jpw  
Enclosures

Signed by Mr. Peeples' secretary  
in his absence to avoid delay.

FILED  
00 FEB 15 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch FEB 18 2000

FILED

ARTICLES OF INCORPORATION      00 FEB 15 PM 12:36  
FOR  
MILAN NEIGHBORHOOD ASSOCIATION, INC.      SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, who is of full age, does hereby certify:

ARTICLE I  
NAME AND ADDRESS

The name of the corporation is MILAN NEIGHBORHOOD ASSOCIATION, INC.

The office of the association is located at 26445 Brick Lane, Bonita Springs, Florida 34134.

The name and address of the Registered Agent is C. Perry Peebles, 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

The terms used in these Articles shall have the definitions as provided in Article I of the Declaration of Covenants, Conditions and Restrictions for Milan Neighborhood Association, Inc. (the "Declaration").

ARTICLE II  
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Areas within that certain tract of property located in Collier County, Florida, known as "MILAN" pursuant to the provisions of the Declaration, and to promote the betterment of the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

A. 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, applicable to the property, to be recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth as length;

B. Operate, maintain repair and, where necessary, improve the Common Areas, including, but not limited to, all water management facilities existing from time to time on the Properties, which water management facilities shall include all lakes, ponds, drainage retention areas, swales and artificial and natural structures which are incorporated into the water management system, whether owned by the Association or by a member, and all easements reserved for drainage-related purposes. Provided, however, that the Association shall only be responsible for water management facilities which solely serve Milan. The Mediterra Community Association, Inc., or the Mediterra South Community Development District shall be responsible for the ownership, operation and

maintenance of all storm water management systems which are designated by the Declaration of Covenants, Conditions and Restrictions for Mediterra as a part of the master storm water management system.

C. 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 office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

D. 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;

E. Borrow money and, with the consent of two-thirds (2/3) of the members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. Dedicate, sell or transfer all or any part of the 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;

G. 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;

H. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Owners of the Property;

I. Enter into contracts for operational and maintenance services for the Common Areas and the management of the Association; and

J. Cooperate with the Master Association in carrying out its responsibilities under the Master Declaration.

### ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a Lot in Milan, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or 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 a Lot which is subject to assessment by the Association.

### ARTICLE IV VOTING RIGHTS

The Association shall have two (2) classes of voting memberships:

A. Class A. Class A members shall be all of those owners of a Lot subject to the Declaration. Each Class A Member shall have one (1) vote for each lot owned by such Class A Member.

B. Class B. There shall be one (1) Class B member, the Declarant, Long Bay Partners, LLC, a Florida limited liability company, or its assigns. The Class B member shall have one (1) vote for each Lot subject to the Declaration, plus one (1).

The By-Laws may establish procedures for voting when title to a unit is held in the name of a corporation or more than one (1) person or entity.

The Class B membership shall cease to exist and convert to Class A membership, based upon the Declarant's ownership, upon the occurrence of the first to occur of the following events:

1. Turnover of control of the Association to Members other than Developer;
2. At any time that the Declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership.

#### ARTICLE V BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) members who shall be appointed by the Declarant. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Jon Rubinton

P. O. Box 366128  
Bonita Springs, Florida 34136-6128

George Rubinton

P. O. Box 366128  
Bonita Springs, Florida 34136-6128

Bonnie S. Planting

P. O. Box 366128  
Bonita Springs, Florida 34136-6128

After Declarant turns over control of the Association, the Board shall consist of at least three members, who shall be elected by the members in the manner determined by the By-Laws.

#### ARTICLE VI INDEMNIFICATION

The Association shall indemnify 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. In the event of a settlement, indemnification shall apply only when the Board

of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

#### ARTICLE VII DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

#### ARTICLE VIII AMENDMENTS

Subject to the rights of the Declarant and Developer as provided in the By-Laws of the corporation, amendments of these Articles shall require the consent of two-thirds (2/3) of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or the members as provided in the Declaration. Amendments to the Articles may be made at a regular or special meeting of the members, or by a vote of a majority of a quorum of the voting representatives present in person.

#### ARTICLE IX NOT-FOR-PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid, and no part of the income of the corporation shall be distributed to the members, directors or officers.

#### ARTICLE X OFFICERS

There shall initially be a President and Secretary/Treasurer of the corporation. The initial officers of the corporation are as follows:

PRESIDENT

Jon Rubinton

SECRETARY/TREASURER

George Rubinton

After Declarant turns over control of the Association, the officers shall consist of a President, Vice President and Secretary/Treasurer.

ARTICLE XI  
INCORPORATORS

The name and address of the incorporator is:

Jon Rubinton

8889 Pelican Bay Blvd., Suite 300  
Naples, Florida 34108

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association, has executed these Articles of Incorporation this 10 day of February, 2000.

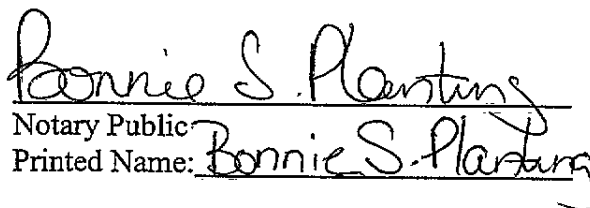
  
JON RUBINTON

STATE OF FLORIDA  
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 10 day of February,  
by Jon Rubinton, who is personally known to me.



BONNIE S. PLANTING  
COMMISSION # CC 657723  
EXPIRES JUN 22, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public  
Printed Name: Bonnie S. Planting

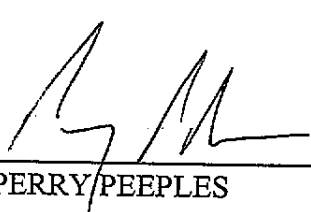
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

That Milan Neighborhood 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 County of Collier, State of Florida, has named C. Perry Peeples of Annis, Mitchell, Cockey, Edwards & Roehn, P.A., 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, State of Florida, as its agent to accept service of process within this state.

**ACCEPTANCE**

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

  
\_\_\_\_\_  
C. PERRY PEEPLES

**FILED**  
**00 FEB 15 PM 12:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**