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FLORIDA NON-PROFIT CORPORATION

Madeira Homeowners Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	709
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
FOR
MADEIRA HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of the corporation is: **MADEIRA HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association." The mailing address for the corporation is 10001 Tamiami Trail North, Naples, FL 34108.

**ARTICLE II
PURPOSES**

The purposes of the Association are:

1. To provide for maintenance, preservation, control and operation of property within the Madeira community, located in Collier County, Florida, and such other property as may be added thereto;
2. To enhance the civic, social and recreational interests of its Members; and
3. To otherwise promote the health, safety, and welfare of its Members and their property within Madeira.

**ARTICLE III
POWERS**

1. **GENERAL POWERS.** The Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration of Covenants, Conditions, Restrictions and Easements for Madeira.
2. **NECESSARY POWERS.** The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
 - A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Madeira Single Family Community (the "Declaration") recorded in the office of the Clerk of Court in and for Collier County, Florida. All terms used herein which are defined in the Declaration shall have the meaning herein as therein;

- B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Association Common Areas;
- C. To fix, establish, levy and collect Assessments against Members' property and operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- D. To make, amend or rescind Bylaws for the Association; provided that at no time shall the Bylaws conflict with these Articles or the Declaration; and
- E. To pay all taxes and other Assessments which are liens against the Association.

ARTICLE IV
PROHIBITION AGAINST ISSUANCE OF
STOCK AND DISTRIBUTION OF INCOME

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provision of these Articles and with the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Association.

ARTICLE V
MEMBERSHIP

Every Owner and the Declarant, so long as they own Lots, shall be members of the Madeira Homeowners Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to Assessment by the Madeira Homeowners Association. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Association, and the Declaration.

The Madeira Homeowners Association shall have two (2) classes of membership: (a) Class "A" Members, and (b) Class "B" Members as follows:

- A. Class "A". Class "A" Members shall be all Owners of Lots within The Madeira Single Family Community other than the Class "B" Member.

- B. Class "B". The Class "B" Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class "B" Membership shall terminate upon Turnover or Declarant's earlier termination, and be converted to Class "A" Membership.

ARTICLE VI
VOTING

- A. Class "A" Member. Upon Turnover, Class "A" Members shall be entitled to one (1) vote for each Lot owned by the respective Class "A" Member provided, however, there shall be only one (1) vote per Lot, unless otherwise stated in the Master Association Documents.
- B. Class "B" Member. Until Turnover, or until the Declarant earlier terminates this Class B, the Class "B" Member shall be entitled to cast all Membership votes on behalf of the Association and to appoint all members of the Association Board of Directors. Thereafter, the Declarant shall be a Class A Member entitled to one (1) vote for each Lot owned.
- C. Joint Ownership, Corporations. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the By-Laws. In any situation where more than one person holds an interest in a Lot, the vote for the respective Lot shall be exercised by any such person; provided, however, the persons holding the interest in the Lot can notify the secretary of the Madeira Homeowners Association, in writing, prior to or during any meeting of the manner in which the vote for the Lot is to be exercised, and in the absence of such notice, the Lot's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

ARTICLE VII
ADDITIONS OF PROPERTIES AND MEMBERSHIP

Declarant may, so long as it owns property in Madeira and in accordance with the Declaration, add land to the Property and increase the number of Members.

ARTICLE VIII
BOARD OF DIRECTORS

The initial Board of Directors shall consist of three Directors appointed by Declarant. The names and addresses of the initial Directors are:

1. Clay Winfield
10001 Tamiami Trail North
Naples, FL 34108

2. John Winfield
10001 Tamiami Trail North
Naples, FL 34108
3. Joseph Ballarino
10001 Tamiami Trail North
Naples, FL 34108

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting after the termination of Class B Membership and at each annual meeting thereafter the Members shall elect Directors for terms as set forth in the Bylaws. Except for Directors appointed by Declarant, Directors must be Members of the Association.

ARTICLE IX **OFFICERS**

The Board of Directors may elect Officers from among its Members. The Officers of the Association shall be the President, a Secretary/Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The initial Officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

Clay Winfield	- President
John Winfield	- Vice President
Lucy D'Amico	- Secretary/Treasurer

ARTICLE X **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him in connection with 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 in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Association. 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 XI
BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant as long as it is a Member.

ARTICLE XII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

ARTICLE XIII
DISSOLUTION

The Association may be dissolved if not less than three-fourths (¾) of the members of the Board of Directors adopt a resolution to that effect, such resolution is approved by Declarant so long as it is a Member, and not less than three-fourths (¾) of the Members of the Association, and a decree is issued in accordance with Section 617.05, Florida Statutes.

ARTICLE XIV
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association by Declarant, without the receipt of other than nominal consideration, shall be returned in fee simple and without encumbrances to Declarant or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

3. Any remaining assets shall 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 such provision, in accordance with his voting rights.
4. No disposition of the Association property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

1. So long as Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant. Thereafter, each such amendment must be approved by a two-thirds (2/3) vote of all Members.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XVI
TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE XVII
INCORPORATOR

The name and address of the incorporator of **MADEIRA HOMEOWNERS ASSOCIATION, INC.**, is:

NAME

Leo J. Salvatori

ADDRESS

Quarles & Brady
4501 Tamiami Trail North, Ste. 300
Naples, Florida 34103

ARTICLE XVIII
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent for this corporation shall be Naples-Lawdock, Inc., and the registered office shall be located at Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 28 day of July, 2000.

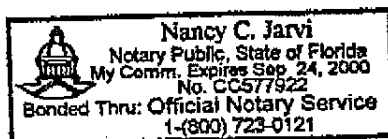


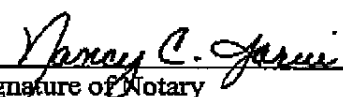
LEO J. SALVATORI

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation of **MADEIRA HOMEOWNERS ASSOCIATION, INC.** was acknowledged before me this 28 day of July, 2000, by Leo J. Salvatori, who is personally known to me, and who did not take an oath.

SEAL





Signature of Notary

NANCY C. JARVI

NAME OF NOTARY PRINTED

Serial Number, Commission
Number (if any) Printed

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

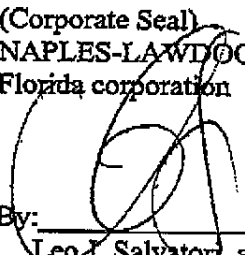
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **MADEIRA HOMEOWNERS 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 Naples-Lawdock, Inc., located at Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, 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 said Act relative to keeping open said office.

(Corporate Seal)
NAPLES-LAWDOCK, INC., a
Florida corporation

By: 
Leo J. Salvator, as Vice President

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