

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP**

9/14/00



☒ **CERTIFIED COPY**

**CUS**

**PHOTO COPY**

☒ **FILING**

Non Profit

SEP 11 11 00 AM '00  
TALLAHASSEE, FL 32303

1.) Grande Oak Marketing Group, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

900003387619--5  
-09/11/00--01023--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

RECEIVED  
00 SEP 11 AM 10:07  
TALLAHASSEE, FL 32303

"When you need ACCESS to the world"  
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

T. SMITH SEP 11 2000

**ARTICLES OF INCORPORATION  
FOR  
GRANDE OAK MARKETING GROUP, 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: GRANDE OAK MARKETING GROUP, INC., hereinafter referred to as the "Corporation." The mailing address for the Corporation is 5692 Strand Court Naples, Florida 34110.

**ARTICLE II  
PURPOSES**

The purposes of the Corporation are:

1. To operate a community-wide marketing program and information center to promote the sale of single family and multi-family residences and membership opportunities within the planned community known as Grande Oak, Lee County, Florida (referred to herein as the "Community"), for the mutual benefit of all developments within the Community; and
2. To otherwise promote the health, safety, and welfare of its Members and their property within Grande Oak.

**ARTICLE III  
POWERS**

1. **GENERAL POWERS.** The Corporation 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.
2. **NECESSARY POWERS.** The Corporation shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
  - A. To manage and operate the information center within the Community;
  - B. To collect assessments from its Members;

- C. To operate, without pecuniary profit, for the benefit of its Members.

**ARTICLE IV**  
**PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

The Corporation shall never have nor issue any shares of stock, nor shall the Corporation distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Corporation 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 Corporation. Nothing herein, however, shall be construed to prohibit the Corporation 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 Corporation 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 Corporation but shall not pay a salary to its Directors, Officers and Members for services rendered to the Corporation.

**ARTICLE V**  
**MEMBERSHIP**

Every Approved Builder within the Community and the Declarant, so long as they own any lot, unit or tract within the Community, shall be Members of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of a lot, unit or tract within the Community. Members' rights, powers, duties and privileges shall be as set forth in these Articles and the By-Laws adopted by the Corporation.

The Corporation 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 consist of all Approved Builders. An "Approved Builder" shall mean a person or entity who has acquired a lot or tract, or portion thereof, from Declarant for the purpose of constructing and selling single family or multi-family residential units within the Community, including those persons or entities who have entered into a Preferred Builder Agreement with the Declarant.
- B. Class "B". The Class "B" Member shall be the Declarant. "Declarant" shall mean Florida Development Partners, L.C., a Florida limited liability company, its successors and assigns.

**ARTICLE VI**  
**VOTING**

- A. Class "A" Member. The Class "A" Members shall be entitled to elect one (1) member of the Board of Directors from each tract within the Community, regardless of the number of Units to be constructed within the tract. In the event that there are more than one (1) Approved Builder constructing units within a tract, then all Approved Builders within the tract shall collectively elect a single member of the Board of Directors.
- B. Class "B" Member. The Class "B" Member shall be entitled to elect three (3) members of the Board of Directors. In addition, Declarant shall retain the right to veto any decision of the Board of Directors that Declarant determines, in its sole and absolute discretion, to be at variance with the purposes of the Corporation.

**ARTICLE VII**  
**ADDITIONS OF PROPERTIES AND MEMBERSHIP**

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

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) Directors appointed by Declarant. The names and addresses of the initial Directors are:

Robert Paul Hardy  
5692 Strand Court  
Naples, Florida 34110

Renee Tolson  
5692 Strand Court  
Naples, Florida 34110

John J. Yanopoulos  
5692 Strand Court  
Naples, Florida 34110

The number of Directors may be either increased or decreased from time to time by Declarant, but shall never be less than three (3). Any Director appointed by Declarant shall serve at the pleasure of Declarant, and may be removed and replaced by Declarant, at its sole option and discretion.

## **ARTICLE IX**

### **OFFICERS**

The Board of Directors may elect Officers from among its Members, except that only those Directors appointed by Declarant shall elect the President and Treasurer of the Corporation. The Officers of the Corporation shall consist of a President, 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 Corporation who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

Robert Paul Hardy	—	President
John J. Yanopoulos	—	Vice President
Renee Tolson	—	Vice President/Secretary/Treasurer

## **ARTICLE X**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation 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 this being or having been a Director or Officer of the Corporation, 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 Corporation. 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 Bylaws of the Corporation shall be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws; provided, however, that any such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as Declarant 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 Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Corporation 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 Corporation 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**  
**AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted by the Board of Directors and approved by a two-third (2/3) vote of all Members, provided, however, that any such amendment may not be adopted and shall not become effective without the prior written consent of Declarant for as long as Declarant is a Member.

**ARTICLE XIV**  
**TERMS OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE XV**  
**INCORPORATOR**

The name and address of the incorporator of GRANDE OAK MARKETING GROUP, INC., is:

NAME	ADDRESS
Gregg S. Truxton	Bolaños, Truxton & Youngs, P.A. 12800 University Drive, Suite 240 Ft. Myers, Florida 33907

**ARTICLE XVIII**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent for this corporation shall Bolaños, Truxton & Youngs, P.A., and the registered office shall be located 12800 University Drive, Suite 240, Ft. Myers, Florida 33907. 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 7<sup>th</sup> day of September, 2000.

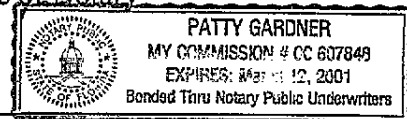
Gregg S. Truxton  
Gregg S. Truxton

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing Articles of Incorporation of GRANDE OAK MARKETING GROUP, INC., was acknowledged before me this 7<sup>th</sup> day of September, 2000, by Gregg S. Truxton, who is personally known to me, and who did not take an oath.

Patty Gardner  
Signature of Notary

SEAL



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 GRANDE OAK MARKETING GROUP, 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 Ft. Myers, Lee County, State of Florida, has named Bolaños, Truxton & Youngs, P.A., located at 12800 University Drive, Suite 240, Ft. Myers, Florida 33907, 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.

Bolaños, Truxton & Youngs, P.A.

By: Gregg S. Truxton  
Gregg S. Truxton

Revised: GT August 4, 2000