Division of Corporations

N00000070688

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000055642 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : TAYLOR WOODROW COMMUNITIES
Account Number : I20000000218
Phone : (941)927-0999
Fax Number : (941)925-6631

FLORIDA NON-PROFIT CORPORATION

VASARI COUNTRY CLUB MASTER ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 23 PM 4:02

B. McKnight OCT 23 2000

FAN: H00000055642 3

ARTICLES OF INCORPORATION
OF
VASARI COUNTRY CLUB MASTER ASSOCIATION, INC.
(A Not-For-Profit Corporation)

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby executes and adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Vasari Country Club Master Association, Inc. (hereinafter referred to as the "Master Association"). Its principal office shall be at 7120 S. Beneva Road, Sarasota, Florida 34238 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II
DURATION

The period of duration of the Master Association is perpetual.

ARTICLE III
PURPOSE

The purpose for which the Master Association is organized is to further the interests of the Members, including without limitation, maintenance of property owned by, dedicated to or agreed to be maintained by the Master Association, and the protection of private property, to exercise all the powers and privileges, and to perform all of the duties and obligations, of the Master Association as defined and set forth in that certain Master Declaration of Covenants, Conditions, Restrictions and Easements for Vasari (the "Master Declaration") to be recorded in the public records of Lee County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein. All terms used herein which are defined in the Master Declaration shall have the same meaning herein as therein.

This Document was Prepared By:
Marc I. Spencer, Esq.
Legal Department
Taylor Woodrow Communities
7120 S. Beneva Road
Sarasota, Florida 34238
(941) 927-0999
Florida Bar No.: 0508950

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 23 PM 4:02

FAN: H00000055642 3

ARTICLE IV
POWERS

The powers of the Master Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers.

The Master Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Master Declaration.

Section 2. Necessary Powers.

The Master Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

1. The power to fix, levy and collect Assessments, as provided for in the Master Declaration.
2. The power to expend monies collected for the purpose of paying the expenses of the Master Declaration.
3. The power to manage, control, operate, maintain, repair and improve the Area of Common Responsibility.
4. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Area of Common Responsibility.
5. The power to insure and keep insured the Area of Common Responsibility as provided in the Master Declaration.
6. The power to employ the personnel required for the operation and management of the Master Association and the Area of Common Responsibility.
7. The power to pay utility bills for utilities serving the Area of Common Responsibility.

8. The power to pay all taxes and assessments which are liens against the Area of Common Responsibility.

9. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

10. The power to control and regulate the use of the Properties.

11. The power to make reasonable rules and regulations and to amend the same from time to time.

12. The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Master Declaration and the Rules and Regulations promulgated by the Master Association from time to time.

13. The power to borrow money and to select depositories for the Master Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

14. The power to appoint committees as the Board of Directors may deem appropriate.

15. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Owners and others for violation of the provisions of the Master Declaration, these Articles of Incorporation, the By-Laws or the Rules and Regulations.

16. The power to bring suit and to litigate on behalf of the Master Association and the Members.

17. The power to adopt, alter and amend or repeal the By-Laws as may be desirable or necessary for the proper management of the Master Association.

18. The power to provide any and all supplemental municipal services as may be necessary or proper.

19. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties.

All funds and title to all properties acquired by the Master Association and the proceeds thereof shall be held in the name of the Master Association for the benefit of the Members in accordance with the provisions of the Master Declaration.

Section 4. Limitations.

The powers of the Master Association shall be subject to and be exercised in accordance with, and subject to, the provisions of the Master Declaration.

ARTICLE V
PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Master Association is one which does not permit pecuniary gain or profit. Except for services rendered by a member to the Corporation under contract or agreement with the Master Association no part of any net earnings shall inure to the benefit of any member, director, officer, or other private individual and as such they will have no interest in or title to any of the property or assets of the Master Association. Nothing herein shall prohibit the Master Association from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Master Association.

ARTICLE VI
QUALIFICATIONS OF MEMBERSHIP

The qualifications to become a Member and the manner of admission shall be as provided by the By-Laws and the Master Association.

ARTICLE VII
CAPITAL STOCK

The Master Association shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VIII
VOTING RIGHTS

The right to vote on Master Association matters shall be exercised as provided in the Master Declaration and By-Laws.

FAN: H00000055642 3

ARTICLE IX
LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Master Association shall be liable for the debts of the Master Association.

ARTICLE X
BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Master Association is three (3), and the names and addresses of the persons who will serve as the initial Board of Directors of the Master Association are:

Doug Schwartz	7120 S. Beneva Road Sarasota, FL 34238-2950
David T. Ivin	7120 S. Beneva Road Sarasota, FL 34238-2950
Kenneth G. Tuma	7120 S. Beneva Road Sarasota, FL 34238-2950

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Master Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Master Association and will have the authority to control the affairs of the Master Association, as are more fully set forth in the Master Declaration and the By-Laws.

Section 3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Master Association.

ARTICLE XI
BY-LAWS

The By-Laws may be adopted, amended, altered or rescinded as provided therein; provided, however, at no time shall the By-Laws conflict with these Articles of Incorporation or the Master Declaration.

FAN: H00000055642 3

ARTICLE XII
CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Master Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Master Declaration. In the event of any conflict between the terms of the Master Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply:(1) the Articles of Incorporation, (2) the Master Declaration, and (3) the By-Laws.

ARTICLE XIII
INDEMNIFICATION

The Master Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer, director or committee member of the Master Association may be entitled.

ARTICLE XIV
OFFICERS

The affairs of the Master Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and

such other officers and assistant officers as the Board of Directors may from time to time determine appropriate.

ARTICLE XV
AMENDMENT

Until the Turnover Date, the Declarant may cause the Board of Directors to amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover Date, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting sixty-seven percent (67%) of the total votes in the Master Association in favor of such amendment.

ARTICLE XVI
DISSOLUTION

In the event of dissolution or final liquidation of the Association, all of the property and assets of the Association, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the members.

ARTICLE XVII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be JOHN R. PESHKIN, and the street address of the registered office of the Master Association shall be 7120 S. Beneva Road, Sarasota, FL 34238.

FAN: H00000055642 3

ARTICLE XIII
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

John R. Peshkin 7120 S. Beneva Road
Sarasota, FL 34238

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of October, 2000.

JOHN R. PESHKIN, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA

The foregoing Articles of Incorporation were acknowledged before me by John R. Peshkin, incorporator named therein. He is [✓] personally known to me or [___] has produced a driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my seal under the laws of the State of Florida, this 23rd day of October, 2000.

Stefanie L Anderson
Notary Public

(SEAL)

My Commission Expires:_____

NOTARY PUBLIC STATE OF FLORIDA
STEFANIE L. ANDERSON
COMMISSION # CC613088
EXPIRES FEB 17 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

FAN: H00000055642 3

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST–THAT VASARI COUNTRY CLUB MASTER ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 7120 S. BENEVA ROAD, SARASOTA, FLORIDA 34238.

SECOND– JOHN R. PESHKIN LOCATED AT 7120 SOUTH BENEVA ROAD, SARASOTA, FLORIDA 34238 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE _____
JOHN R. PESHKIN, Incorporator

DATE 10/23/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE _____
JOHN R. PESHKIN

DATE 10/23/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 23 PM 4:02