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01 JAN -5 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 954933 7103152

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : January 5, 2001

ORDER TIME : 9:43 AM

ORDER NO. : 954933-020

CUSTOMER NO: 7103152

CUSTOMER: Scott Ketchum, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

100003525121--3

DOMESTIC FILING

NAME: CASA DEL LAGO OF NAPLES
HOMEOWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS:

RECEIVED
01 JAN -5 AM 10:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RH 1/5/01

**ARTICLES OF INCORPORATION OF
CASA DEL LAGO OF NAPLES HOMEOWNERS' ASSOCIATION, INC.,
A CORPORATION NOT FOR PROFIT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be and is Casa del Lago of Naples Homeowners' Association, Inc. For convenience the corporation shall be referred to in these Articles as the "Association." The initial principal office of the Association shall be located at 606 Bald Eagle Drive, Suite 603, Marco Island, Florida 34145.

**ARTICLE II
DEFINITIONS**

Unless a contrary intent is apparent, terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Casa del Lago (the Declaration") to be recorded in the Public Records of Collier County, Florida, with respect to the land described in Exhibit "A" hereto, being known as "Casa del Lago".

**ARTICLE III
PURPOSE**

This corporation is organized to establish an association of the owners of Homesites in Casa del Lago. This organization shall have the following specific purposes:

1. To provide for maintenance of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
3. To promote the health, safety and welfare of the residents of Casa del Lago.
4. To enforce the provisions of the Declaration which the Association has the responsibility to enforce.
5. The purpose of this corporation will not include or permit pecuniary gain, profit or distribution of its income to its members, officers or Directors.

ARTICLES IV POWERS AND DUTIES

This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration. The corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration.
2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes for governmental charges levied or imposed against the property of the corporation.
3. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.
4. To borrow money, and with the consent of two-thirds (2/3) of all of its Members, mortgage, pledge, deed and trust, or hypothecate any and all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred.
5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or to annex additional property and common areas, provided that such mergers, consolidation or organization shall have the consent of two-thirds (2/3) of all of its Members.
6. To make and amend reasonable regulations and By-Laws respecting the use of any property or facilities over which the Association may have control, jurisdiction for administrative responsibilities, and to provide the penalties for the violation of any such regulation.
7. To contract for the maintenance of such recreational facilities, and other areas and/or improvements as may be placed under the jurisdiction of this Association either by the Declaration or by resolution adopted by the Association's Board of Directors.
8. To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest of the Association and of its members and to carry out the purpose of the Association.

ARTICLE V MEMBERSHIP

Every person or entity who is the record owner of a Homesite in Casa del Lago, as defined in the Declaration, shall be a member of this 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 any Homesite. Membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land.

ARTICLE VI VOTING RIGHTS

This Association shall have two (2) classes of voting memberships;

Class A: Class A Members shall be all of those owners as defined in Article V. Except as hereinafter provided, the Developer, as subsequently identified, will not be a Class A member. There shall be one (1) vote appurtenant to each Homesite owned by a Class A Member. When more than one (1) person holds an interest in any Homesite, all such persons shall be Members, and the vote for such Homesites shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Homesite. The By-Laws may establish procedures for voting when title to a Homesite is held in the name of a corporation or more than one person or entity.

Class B: There shall be one (1) Class B Member, the Developer, Casa del Lago Development Corporation, a Florida corporation. There shall be four (4) votes appurtenant to each Homesite owned by the Class B Member. Notwithstanding any provision to the contrary herein, the Developer as the Class B Member, shall have the right to elect or appoint at least a majority of the Board of Directors of the Association until the occurrence of the first to occur of the following events:

(1) Three (3) months after the Developer has conveyed title to all of the Homesites in Casa del Lago; or

(2) At the earlier time that the Developer, in its sole discretion, voluntarily converts its Class B membership to Class A membership.

Upon the occurrence of the earliest of the foregoing events to occur, the then existing Class A members shall be obligated to elect the Board and assume control of the Association. The Class B membership shall also cease and convert to a Class A membership (to the extent of Homesites then owned by the Developer) at such time.

ARTICLE VII DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be members of the Association. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be increased by the By-Laws, but shall never be less than three (3) Directors. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Ray H. Smela	2000 Royal Marco Way, Unit 310 Marco Island, Florida 34145
James R. Smela	2000 Royal Marco Way, Unit 310 Marco Island, Florida 34145
David C. Bennett	606 Bald Eagle Drive, Suite 603 Marco Island, Florida 34145

Except as otherwise provided in these Articles of Incorporation, the Directors may, by law, fix the terms of office for all Directors. However, unless contrary provisions are made by law, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected and installed. There shall be at each annual meeting of the Association an election of Directors. Directors may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented by the Board of Directors.

Any meeting of the members of the Board of Directors of the Association may be held within or without the State of Florida.

ARTICLE VIII OFFICERS

The affairs of this Association shall be administered by the officers designated herein. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	James R. Smela	2000 Royal Marco Way, Unit 310 Marco Island, Florida 34145
Vice President	Ray H. Smela	2000 Royal Marco Way, Unit 310 Marco Island, Florida 34145
Secretary/Treasurer	David C. Bennett	606 Bald Eagle Drive, Suite 603 Marco Island, Florida 34145

ARTICLE IX DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by the affirmative vote of not less than seventy-five (75) percent of votes of the Members of the Association. Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be distributed in equal shares to the then existing members.

ARTICLE X SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Ray H. Smela	2000 Royal Marco Way, Unit 310 Marco Island, Florida 34145

ARTICLE XI INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part 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 when the director or officer is guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the

best interests in 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 XII REGISTERED OFFICE

The address of the corporation's initial registered office is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103.

The name of this corporation's initial registered agent at the above address is: Scott M. Ketchum, Esquire.

ARTICLE XIII BY-LAWS

The first By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Members in the manner provided by the By-Laws.

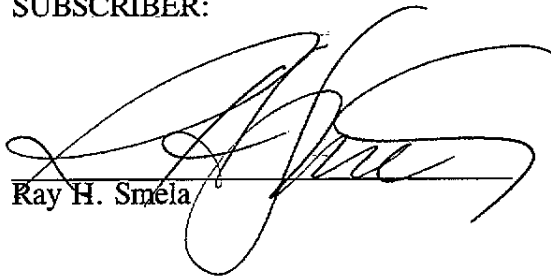
ARTICLE XIV AMENDMENTS

Amendments to these Articles may be made and adopted upon the following conditions:

1. A notice of the proposed amendment shall be included in the notice of the Member's meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.
2. There is an affirmative vote of two-thirds (2/3) of the membership of the Association.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribing incorporator of this corporation, have executed this Articles of Incorporation this 3 day of January, 2001.

SUBSCRIBER:


Ray H. Smela

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

FILED

01 JAN -5 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CASA DEL LAGO OF NAPLES HOMEOWNERS' ASSOCIATION, INC.,
desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business located at 606 Bald Eagle Drive, Suite 603, Marco Island, Florida 34145, has named
Scott M. Ketchum, Esq. located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103,
as its registered agent to accept service of process within Florida.

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 agree to 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.

Dated: January 3, 2001


Scott M. Ketchum, Esq.