

TRANSMITTAL LETTER

NO1000004277

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Clipper Cove Village 22-24 Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800004422838--7  
-06/15/01--01074--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John F. Stanley  
Name (Printed or typed)

2660 Airport Road South  
Address

Naples, FL 34112  
City, State & Zip

(941) 774-3333  
Daytime Telephone number

FILED  
01 JUN 15 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. Burch JUN 19 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**CLIPPER COVE VILLAGE 22-24 ASSOCIATION, INC.**  
**(A NOT-FOR-PROFIT FLORIDA CORPORATION)**

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation is Clipper Cove Village 22-24 Association, Inc., whose address is 942 N. Collier Blvd., Marco Island FL 34145.

**ARTICLE II. PURPOSES**

The purposes and objects of the corporation are such as are authorized under Chapters 617 and 718 of the Florida Statutes solely for the administration and management of Clipper Cove Village 22-24, located in Charlotte County, Florida. It is not intended for the Association to show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member.

**ARTICLE III. MEMBERS**

Each condominium unit shall have appurtenant thereto a membership in the Association as more particularly set forth in the Amended and Restated Bylaws of the Association. In no event may any membership be severed from the unit to which it is appurtenant. Each membership in the Association shall entitle the holder or holders thereof the right to exercise that proportion of the total voting interests of the Association corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which such membership corresponds, as established in the Amended and Restated Declaration of Condominium.

**ARTICLE IV. DURATION**

The period of duration of the Association is perpetual.

**ARTICLE V. OFFICERS**

The affairs of the Association are to be managed by a President, Vice President, Secretary, Treasurer who will be accountable to the governing Board of Directors. Officers will be elected annually in the manner set forth in the Amended and Restated Bylaws.

**ARTICLE VI. DIRECTORS**

The number of persons constituting the Board of Directors shall be not less than three (3) nor more than seven (7) members. The members of the Association shall elect the Board of Directors of the Association as more particularly described in the Amended and Restated Bylaws. Each unit shall have one vote.

**FILED**  
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**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

## **ARTICLE VII. BYLAWS**

Bylaws regulating the operation of the Association are annexed to the Amended and Restated Declaration.

## **ARTICLE VIII. AMENDMENTS TO ARTICLES**

Amendments to these Amended and Restated Articles of Incorporation may be proposed by a majority of the Board or upon written petition signed by at least one-fourth ( $\frac{1}{4}$ th) of the voting interests of the members. Amendments may be adopted by the affirmative vote of those members exercising not less than two-thirds ( $\frac{2}{3}$ ) of the voting interests present in person or by proxy at any annual or special meeting called for such purpose. Procedural requirements concerning proposal and adoption of amendments to the Amended and Restated Articles of Incorporation shall be the same procedural requirements as set forth in the Amended and Restated Bylaws for amendment of said Amended and Restated Bylaws.

## **ARTICLE IX. POWERS OF CORPORATION**

To promote the health, safety, and welfare of the residents of Clipper Cove Village 22-24, the Association may:

1. Exercise all of the powers and perform all of the duties of the Association as set forth in the Amended and Restated Declaration of Condominium and in the Amended and Restated Bylaws as those documents may from time to time be amended.
2. Determine, levy, collect, and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same shall become due.
3. Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the Association under the Amended and Restated Declaration or Amended and Restated Bylaws other than the power to engage or discharge such agent; the power to adopt, amend, and repeal the provisions hereof, or of the Amended and Restated Declaration, Amended and Restated Bylaws, or Rules and Regulations of the Condominium; and to engage in activities which will actively foster, promote and advance the common ownership interests of the members.
4. Take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any unit in the Condominium, borrow money and mortgage any such property to finance the acquisition thereof on the vote of the members as set forth in the Amended and Restated Bylaws, and transfer, lease and convey any such property.
5. Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, or by associations of unit owners under the Condominium Act.

## ARTICLE X. DISSOLUTION

This Association may be dissolved as provided in the Amended and Restated Declaration.

## ARTICLE XI. INDEMNIFICATION

Association agrees to indemnify and hold every director and every officer of the Association harmless from and against any and all claims, costs, damages, liabilities, and expenses of any kind or nature whatsoever, including attorneys and courts costs, arising out the management by operation of the Association, or from damages for injuries to person or property resulting from any cause whatsoever in, on or about the Association and, at Association's cost and expenses, to defend any action or proceeding against any director or officer of the Association arising therefrom. Notwithstanding the foregoing, Association shall not be required to indemnify any director or officer of the Association against claims or damages suffered as a result of such director's or officer's gross negligence or willful misconduct, or any willful violation by any director or officer of the Association of any applicable statute, ordinance, law or governmental rule or regulation, or any act outside of the authority granted such officer or director pursuant to the Amended and Restated Declaration, the Amended and Restated Bylaws of the Association, or these Amended and Restated Articles of Incorporation and every director and every officer of the Association agrees to indemnify and hold Association harmless from and against all claims and damages arising out of the foregoing, including Association's attorneys fees and court costs.

## ARTICLE XII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name and address of the initial registered agent at that address is as follows:

John F. Stanley  
2660 Airport Road South  
Naples, Florida 34112

## ARTICLE XIII. RESERVATIONS BY THE DEVELOPER

The Developer of the Condominium has reserved certain rights and privileges in the Declaration including, without limitation, the right to retain control of the corporation after a majority of the units in the Condominium have been sold. These Articles of Incorporation shall at all times remain subject and subordinate to the provisions of the Declaration, and nothing contained herein shall alter, abridge, or diminish any of the rights or privileges of the Developer of the Condominium so reserved.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 12th day of June, 2000.

INCORPORATOR  
JOHN F. STANLEY  
2660 AIRPORT ROAD SOUTH  
NAPLES, FLORIDA 34112

  
John F Stanley

STATE OF FLORIDA  
COUNTY OF COLLIER

EXECUTION of the foregoing instrument was acknowledged before me this 12th day of June, 2000, by John F. Stanley, who is personally known to me.



Lisa M. Allen  
Commission # DD 023225  
Expires May 7, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

Lisa M. Allen

Notary Public

My Commission Expires: 5/7/05  
Commission No.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as Registered Agent to accept service of process of the above-stated not-for-profit corporation at the place designated in these Articles of Incorporation, I hereby 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 this 12th day of June, 2000.

John F. Stanley  
John F. Stanley