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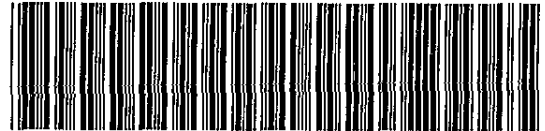
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 247254 7131659

AUTHORIZATION

COST LIMIT : \$ 78.75

*Patricia Pigato*

ORDER DATE : September 18, 2003

ORDER TIME : 10:20 AM

ORDER NO. : 247254-005

CUSTOMER NO: 7131659

CUSTOMER: Robert F. Rogers, Esq  
Robert Rogers, Esq

75 Vineyards Boulevard

Naples, FL 34119

DOMESTIC FILING

NAME: HAMMOCK ISLES MASTER  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
HAMMOCK ISLES MASTER  
ASSOCIATION, INC.

Prepared by:  
Robert F. Rogers, Esq.  
75 Vineyards Boulevard  
Naples, Florida 34119

**ARTICLES OF INCORPORATION  
OF  
HAMMOCK ISLES MASTER  
ASSOCIATION, INC.  
(not-for-profit corporation)**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Florida Statutes Chapter 617 and certifies as follows:

(ALL TERMS USED HEREIN NOT OTHERWISE DEFINED SHALL BE AS DEFINED IN THE HAMMOCK ISLES MASTER DECLARATION.)

**ARTICLE I  
NAME**

The name of the corporation shall be **HAMMOCK ISLES MASTER ASSOCIATION, INC.**, having its principal office at 75 Vineyards Blvd., Naples, Florida 34119, and its duration shall be perpetual, commencing on the date of filing of these Articles by the Incorporator.

**ARTICLE II  
PURPOSE**

The Hammock Isles Master Association is organized as a not-for-profit corporation to further the interests of Members.

**ARTICLE III  
POWERS**

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

Section 1. Common Law and Statutory Powers. The Hammock Isles Master Association shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of these Articles, the By-Laws and the Hammock Isles Master Declaration.

Section 2. Necessary Powers. Subject to any limitations contained in the Master Declaration, the Hammock Isles Master Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation:

- A. The power to fix, levy and collect Assessments against Units and Members, as provided for in the Hammock Isles Master Declaration.
- B. The power to expend monies collected for the purpose of paying the expenses of the Hammock Isles Master Association.
- C. The power to own, manage, control, operate, maintain, repair and improve the Common Areas.
- D. The power to maintain the Areas of Common Responsibility.
- E. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Areas of Common Responsibility.

F. The power to insure and keep insured the improvements within the Common Areas as provided in the Hammock Isles Master Declaration.

G. The power to employ the personnel required for the operation of the Hammock Isles Master Association and operating and maintaining of the Areas of Common Responsibility.

H. The power to pay utility bills for utilities serving the Common Areas as provided in the Hammock Isles Master Declaration.

I. The power to pay all taxes and assessments which are liens against the Common Areas as provided in the Hammock Isles Master Declaration.

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

K. The power to improve the Common Areas as provided in the Declaration, subject to the limitations set forth in the Hammock Isles Master Declaration.

L. The power to control and regulate the use of the Common Areas as provided in the Hammock Isles Master Declaration.

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

N. The power to enforce by any legal means the provisions of the Hammock Isles Master documents.

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

P. The power to enter into a long term contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Areas of Common Responsibility. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Hammock Isles Master Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.

Q. The power to contract for the management of the Hammock Isles Master Association and to delegate to the manager all of the powers and duties of the Hammock Isles Master Association, except with respect to those matters which must be approved by Members.

R. The power to establish additional officers and/or directors of the Hammock Isles Master Association and to appoint all officers except as otherwise provided in the By-Laws.

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

T. The power to collect delinquent Assessments by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of Hammock Isles Master documents.

U. The power to bring suit and to litigate on behalf of the Hammock Isles Master Association as may be desirable or necessary for the proper management of the Hammock Isles Master Association.

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

W. The power to engage in any other activities which will foster, promote and advance the common interests of all Members.

X. The power to require all Owners of Units in Hammock Isles Master to become Members of the Hammock Isles Master Association.

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

Z. The power to take any other action necessary for the purposes for which the Hammock Isles Master Association is formed.

AA. The foregoing enumeration of powers shall not limit or restrict the exercise of other and further powers which are contained in the Governing Documents or which may now or hereafter be permitted by law.

Section 3. Funds and Title to the Properties. All funds and title to all properties acquired by the Hammock Isles Master Association and the proceeds thereof shall be held for the benefit of the Members in accordance with the provisions of the Hammock Isles Master Declaration and the By-Laws. No part of the income, if any, of the Hammock Isles Master Association shall be distributed to the Members, directors or officers of the Hammock Isles Master Association.

Section 4. Limitations. The powers of the Hammock Isles Master Association shall be subject to and exercised in accordance with the provisions of the Hammock Isles Master Declaration and the Master Declaration.

#### **ARTICLE IV MEMBERSHIP**

Qualification for and admission to membership in the Hammock Isles Master Association shall be regulated by the Hammock Isles Master Declaration.

#### **ARTICLE V BOARD OF DIRECTORS**

The affairs of the Hammock Isles Master Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. The following persons shall constitute the initial Board of Directors:

Name	Address
Michel Saadeh	75 Vineyards Blvd. Naples, Florida 34119
Robert F. Rogers	75 Vineyards Blvd. Naples, Florida 34119
Michael Procacci	75 Vineyards Blvd. Naples, Florida 34119

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

**ARTICLE VI  
INDEMNIFICATION OF OFFICERS,  
DIRECTORS AND COMMITTEE MEMBERS**

The Hammock Isles Master Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as amended from time to time, 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 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 the 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 administrator 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 Hammock Isles Master Association may be entitled.

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator of the Hammock Isles Master Association is:

<u>Name</u>	<u>Address</u>
Robert F. Rogers	75 Vineyards Blvd. Naples, Florida 34119

**ARTICLE VIII  
BY-LAWS**

The By-Laws of the Hammock Isles Master Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles or the Hammock Isles Master Declaration and any such amendment shall be void.

**ARTICLE IX  
AMENDMENT**

These Articles may be amended only upon the affirmative vote of seventy five percent (75%) or more of the votes of Members at a duly called meeting of the Members.

**ARTICLE X  
CONSTRUCTION**

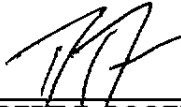
These Articles and the By-Laws of the Hammock Isles Master Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Master Declaration and the Hammock Isles Master Declaration. In the event of any conflict between the terms of the Master Declaration, the Hammock Isles Master Declaration, the Articles of Incorporation or the By-Laws, the

following order of priority shall apply: the Master Declaration, the Hammock Isles Master Declaration, the Articles and the By-Laws.

**ARTICLE XI  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Robert F. Rogers, and the street address of the registered office of the Association shall be 75 Vineyards Blvd., Naples, Florida 34119.

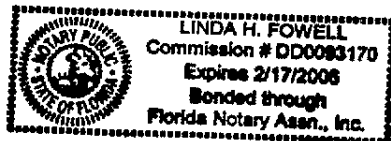
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of Sept., 2003.

  
\_\_\_\_\_  
ROBERT F. ROGERS

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING Articles of Incorporation were acknowledged before me by Robert F. Rogers, the incorporator named therein. He is personally known to me or produced a current 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 law of the State of Florida, this 15<sup>TH</sup> day of SEPTEMBER, 2003.



  
Printed Name: LINDA H. FOWELL

State of Florida at Large  
My Commission Expires:



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

FILED  
03 SEP 18 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST--THAT HAMMOCK ISLES MASTER ASSOCIATION, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, DESIGNATES ITS PRINCIPAL PLACE OF  
BUSINESS AS 75 VINEYARDS BLVD., NAPLES, FLORIDA 34119.

SECOND--THAT HAMMOCK ISLES MASTER ASSOCIATION, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, DESIGNATES ROBERT F. ROGERS  
LOCATED AT 75 VINEYARDS BLVD., NAPLES, FLORIDA 34119 AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

HAMMOCK ISLES MASTER  
ASSOCIATION, INC.

SIGNATURE: \_\_\_\_\_

BY: MICHEL SAADEH  
ITS: PRESIDENT

DATE: \_\_\_\_\_

9/15/03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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: \_\_\_\_\_

BY: ROBERT F. ROGERS

DATE: \_\_\_\_\_

9/15/03

Y:\VDC\Legal\ROBERT DEVELOP\HAMMOCK\ARTICLES master.doc