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FLORIDA NON-PROFIT CORPORATION

ANDALUCIA HOMEOWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANDALUCIA HOMEOWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-For-profit)

In order to form a corporation not-for-profit, under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit, for the purpose, and with the powers, hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

ARTICLE I

NAME

1. Name. The name of this corporation shall be ANDALUCIA HOMEOWNERS' ASSOCIATION, INC. ("Association"). The initial address of the Association shall be 73 South Palm Avenue, Suite 223, Sarasota, Florida 34236.

2. Definitions. The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Andalusia, (said Declaration, as amended, renewed, or extended from time to time, is hereinafter referred to as the "Declaration")

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration which is to be recorded in the public records of Collier County, Florida, including, without limitation, the establishment and enforcement of the payment of assessments and other charges contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

1. Common Law and Statutory Powers. The Association shall have all of the common

law and statutory powers of a corporation not-for-profit, which are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of the Association.

2. Necessary Powers. The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles, and all powers and duties reasonably necessary to operate and administer the Common Property pursuant to the Declaration, including but not limited to the following:

- A. To sue or to be sued.
- B. To make and collect assessments against Members to defray the costs and expenses of the Common Property.
- C. To use the proceeds of assessments in the exercise of its powers and duties.
- D. To purchase, own, hold, lease, improve, maintain, repair, replace, operate and convey real and personal property in accordance with the Declaration.
- E. To operate and maintain the Common Property, specifically including the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.
- F. To purchase insurance upon the Common Property and insurance for the protection of the Association and its members, in the amounts required by the Declaration.
- G. To dedicate or to transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by not less than fifty-one percent (51%) of the Members, and approved by not less than seventy-five percent (75%) of the institutional mortgagees holding mortgages encumbering lots. Notwithstanding the foregoing, however, in the event of the Association's dissolution, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government or, if not so accepted, to a similar non-profit corporation, without the necessity of a vote or of approval thereof.
- H. To reconstruct the improvements to the Common Property after casualty, and to further improve the Association's properties, as provided in the Declaration.
- I. To make and amend reasonable Rules and Regulations regarding the use of the Common Property in accordance with the requirements set forth in the By-Laws.

- J. To contract for the management of the Common Property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration to have the approval of the Board or the Membership.
- K. To employ personnel for reasonable compensation to perform the services required for proper operation and administration of the Common Property.
- L. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Common Property as same may be promulgated, modified, or amended from time to time by the Association.
- M. To pay taxes and assessments which are or may become liens against any part of the Common Property.
- N. To pay the cost of all power, water, sewer, waste collection, and other utility services rendered to the property of the Association, and not billed to lot Owners.
- O. To grant such permits, licenses, and easements over the Common Property for utilities, roads, and other purposes reasonably necessary or useful to the Association.
- P. To enter any lot at a reasonable time and upon reasonable notice to make emergency repairs, to avoid waste, or to do such other work reasonably necessary for the proper protection, preservation, or maintenance of Common Property.
- Q. To do such other things as may be necessary in order to perform the duties and to exercise the powers provided for the Association in the Declaration.

3. Funds and Title to Properties. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

ARTICLE IV

MEMBERS

1. Members. The Members of the Association shall consist of all of the record owners of lots in Andalucia.
2. Change of Membership. Subject to the terms and conditions of the Declaration for conveyances, change of membership in the Association shall be established by

recording in the public records of the County, a deed or other instrument establishing a record title to a lot at Andalucia, and the delivery to the Association of a copy of such instrument. The Owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated as of the date of execution of such instrument.

3. Transfer of Membership. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of title of his lot.

4. Voting. The Owner of each Unit shall be entitled to one vote as a Member of the Association. The exact number of votes to be cast by Members and the manner of exercising voting rights, shall be determined by the By-Laws; subject, however, to the terms and conditions of the Declaration.

ARTICLE V

TERM

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda C. Brinkman	4001 Tamiami Trail North, Suite 300, Naples, FL 34103

ARTICLE VII

OFFICERS

1. Officers. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer, which officers shall be subject to the directions of the Board.

2. Election of Officers. The Board shall elect the President, the Vice president, the Secretary and the Treasurer, and as many Vice Presidents as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board following the Annual Members Meeting (as described in the By-Laws); provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary.

Officers shall be elected by the Board at the first meeting of the Board following each annual meeting of the Members, provided, however, until the Transfer Date, the Developer shall have the right to approve all of the officers elected. The following persons shall serve as the initial officers

President	Angus C. Rogers, 73 S. Palm Ave., Sarasota, FL 34236
Vice President	Gary L. Steadman, 73 S Palm Ave., Sarasota, FL 34236
Treasurer	Angus C. Rogers, 73 S Palm Ave., Sarasota, FL 34236
Secretary	Gary L. Steadman, 73 S Palm Ave., Sarasota, FL 34236

ARTICLE VIII

BOARD OF DIRECTORS

1. Directors. The affairs of the Association will be managed by a Board consisting of not less than five (5) nor more than seven (7) Directors. The composition of the Board, the manner of election to the Board, the term of office and other provisions regarding the Board shall be established by the Declaration and the By-Laws of the Association. The number of Directors on the Board until the Transfer Date shall be three (3). Thereafter, the number of Directors shall be five (5). After the Developer elects to divest itself of control of the Association, Directors must be Members of the Association.

2. Term of Directors. After the Transfer Date, members of the Board shall serve for a term of two (2) years; provided, however, that not less than three (3) members of the Board elected on the Transfer Date shall serve for initial terms of one (1) year and the balance of the Board elected on the Transfer Date shall serve for initial terms of two (2) years. Thereafter, the terms of no more than three (3) Board members will end each year. After the Transfer Date, at each annual meeting, Directors shall be elected to take the Board positions of the members of the Board who terms have expired.

3. Election of Directors. Directors of the Association shall be elected at the Annual Members Meeting in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

4. Transfer Date. The first election of Directors shall not be held until 120 days after the Developer has closed all of the sales of the lots contemplated under its general plan of development, or until the Developer elects to terminate control of the Association, whichever shall first occur. The Directors named as the first Board, including any replacement members, shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5. First Board. The names and addresses of the persons who are to serve as the first Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Angus C. Rogers	73 S. Palm Avenue, Sarasota, FL 34236
Gary L. Steadman	73 S. Palm Avenue, Sarasota, FL 34236
Linda C. Brinkman	4001 Tamiami Trail North, Suite 300, Naples, Florida 34103

ARTICLE IX

INDEMNIFICATION

Every Director, committee member, and officer of the Association (and the Directors, committee members, and officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels and whether or not suit be instituted) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director, committee member, or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director, committee member, or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director, committee member, or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director, committee member, or officer may be entitled

whether by statute or common law.

ARTICLE X

BY-LAWS

The By-Laws of the 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 Declaration, and provided further, that no amendment, alteration, or rescission may be made which adversely affects the rights and privileges of any Institutional Mortgagee, without the prior written consent of the Institutional Mortgagee so affected, and provided further that until the Transfer Date no amendments, alterations or rescissions of the By-Laws shall be effective unless the Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter, or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

AMENDMENTS

1. Amendments Prior to Recording. Prior to the recording of the Declaration amongst the public records of the County, these Articles may be amended only by an instrument in writing signed by all of the Incorporators to these Articles and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendments, and a certified copy of each such amendment shall always be attached to any certified copy of these Articles.

2. Amendments After Recording. After the recording of the Declaration amongst the public records of the County, these Articles may be amended in the following manner:

- A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Membership) at which such proposed amendment is to be considered; and
- B. A resolution approving the proposed amendment may be first passed by either the Board or the Membership. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Membership must be by a vote of a majority of the Members present at a meeting of the Members at which a quorum is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum is present.

3. Institutional Mortgagees. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the priority of any Institutional Mortgagee, or the validity of any mortgage held by such Institutional Mortgagee without the prior written consent therefor by such Mortgagee.

4. Developer. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the right to designate, to select, or to approve the selection of the Directors as provided in the Declaration and By-Laws, without the prior written consent of the Developer.

**ARTICLE XII
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **4001 Tamiami Trail North, Suite 300, Naples, FL 34103**, and the name of the initial registered agent of this corporation is **Linda C. Brinkman, Esquire**.

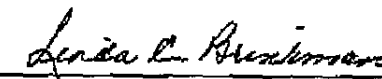
IN WITNESS WHEREOF, the Incorporator has hereunto affixed her signature, this 20th day of November, 2003.



Linda C. Brinkman

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Linda C. Brinkman, Esquire
Registered Agent

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