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FLORIDA NON-PROFIT CORPORATION

THE BELLAGIO HARBOR VILLAGE MASTER ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE BELLAGIO HARBOR VILLAGE MASTER ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be The Bellagio Harbor Village Master Association, Inc., hereafter referred to as the Association.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Village known as Bellagio Harbor Village Master Association, (hereinafter "Village"), located in the County of Sarasota, Florida, and to perform all acts provided in the Master Declaration of said Village and Florida Statutes.

**ARTICLE III  
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the applicable Florida Statute, the Master Declaration and General Protective Covenants, Conditions and Restrictions for Bellagio Harbor Village, (hereinafter "Master Declaration"), and the Bylaws of Bellagio Harbor Village Master Association. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Village, intended to provide for the enjoyment, recreation or other use or benefit of the Master Association Members ("Members"); including but not limited to lease of recreation areas and facilities. The Association may contract for the management and maintenance of the Village Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds shall be made available by the Association for such purposes. The Association may obtain loans for purposes of meeting the financial needs of running the Village it operates, and as security therefor, mortgage Association property or pledge the income from Assessments collected from Members. The Association and its officers shall, however, retain at

((H04000173959 3))

all times the powers and duties granted by the applicable Florida Statute, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

**ARTICLE IV.**  
**MEMBERS**

All persons owning a vested present interest in the fee title to any of the properties (hereinafter "Unit") of Bellagio Harbor Village Master Association as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Memberships shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire Village project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Master Declaration. In the event a unit is owned by a legal entity other than a natural person, the officer, directors, or other official so designated by such legal entity shall exercise its membership rights.

Membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of a deed or other instrument of conveyance and as otherwise provided in the Bylaws.

Prior to the recording of said Master Declaration in the public record of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

**ARTICLE V.**  
**VOTING RIGHTS**

Each Unit shall be entitled to one vote at the Association meeting, except as provided for in paragraph 7.02(b) of the Master Declaration. In the event of a joint ownership of a Unit, the vote to which that unit is entitled shall be voted in accordance with the limitations set forth in the Bylaws.

**ARTICLE VI.**  
**EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

((H04000173959 3))

((H04000173959 3))

**ARTICLE VII**  
**REGISTERED AND PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the corporation shall be located at 480 Blackburn Point Road, Osprey, Florida, 34229 and the registered agent shall be Stephen F. Voigt, Jr., 2042 Bee Ridge Road, Sarasota, Florida 34239.

**ARTICLE VIII**  
**NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of Five (5) members in accordance with the Bylaws. The method of election of directors is stated in the Bylaws.

**ARTICLE IX**  
**FIRST BOARD OF DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Leonard Nadolski	President & Treasurer Director	480 Blackburn Pt. Rd. Osprey, FL 34229
Tom Lefevre	Director	480 Blackburn Pt. Rd. Osprey, FL 34229
Doug Hamborsky	Director	480 Blackburn Pt. Rd. Osprey, FL 34229
Stephen F. Voigt, Sr.	Director	480 Blackburn Pt. Rd. Osprey, FL 34229
Stephen F. Voigt, Jr.	Director	480 Blackburn Pt. Rd. Osprey, FL 34229

**ARTICLE X**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. Indemnity. The Association shall indemnify any person who was or is a party of is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals

((H04000173959 3))

((H04000173959 3))

have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith, nor in a manner such person reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by them in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article XI.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of Seventy-five Percent (75%) voting interest of the members.

((H04000173959 3))

((H04000173959 3))

**ARTICLE XI**  
**RIGHTS OF DEVELOPER**

DTM Development, Inc., a Florida corporation, which is the Developer of Bellagio Harbor Village Master Association, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be Members) until the following shall occur:

(a) One-third. When Members other than the Developer own fifteen percent (15%) or more of the units in any one Neighborhood that will be operated ultimately by the Association, they shall be entitled to elect no less than one-third (1/3) of the members of the Board of Directors.

(b) Majority. Members other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors at the earliest of:

(1) three (3) years after fifty percent (50%) of the units that ultimately will be operated by the Association have been conveyed to purchasers; or

(2) three (3) months after ninety percent (90%) of the units that ultimately will be operated by the Association have been conveyed to purchasers; or

(3) when all units that ultimately will be operated by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(4) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(5) Seven (7) years after recordation of the Master Declaration. The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units in the Village operated by the Association. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

(c) Developer member. The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least one percent (1%) of the units that ultimately will be operated by the Association.

((H04000173959 3))

((H04000173959 3))

(d) Election. Within seventy-five (75) days after the Members other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than sixty (60) days notice of a meeting of the Members to elect the member or members of the Board of Directors. The meeting may be called and the notice given by any unit owner if the Association fails to do so.

(e) Relinquishment of control. At the time that Members other than the Developer elect a majority of the members of the Board of Directors, the Developer shall relinquish control of the Association and the Members shall accept control. Simultaneously, the Developer shall deliver to the Association all property of the Members and of the Association held or controlled by the Developer, including but not limited to those items specified in the Act.

(f) Compelling compliance. In any action brought to compel transfer of Association control and election of Directors by Members other than the Developer, the summary procedure provided for in F.S. 51.011 may be employed, and the prevailing party shall be entitled to recover reasonable attorneys' fees.

(g) Early transfer. Nothing contained in this Section 3.20 shall be deemed to prevent the Developer from transferring control of the Association to Members other than the developer before the occurrence of the events described in this Section.

**ARTICLE XII.**  
**BYLAWS**

The first bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

**ARTICLE XII.**  
**SUBSCRIBERS**

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Leonard Nadolski	President	480 Blackburn Pt. Rd. Osprey, FL 34229

**ARTICLE XIV.**  
**AMENDMENTS**

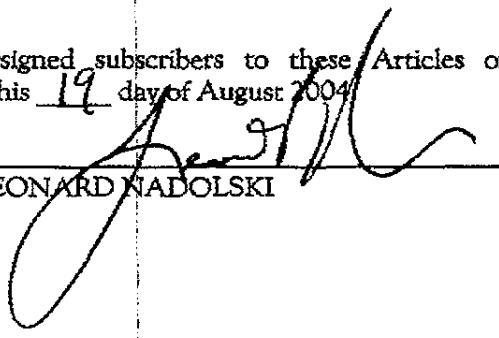
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a Seventy-five Percent (75%) vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation. Any amendment material to the rights of a first mortgagee

((H04000173959 3))

((H04000173959 3))

shall be joined and consented to by said holder of a first mortgage lien on units subject to assessment by the Association.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 19 day of August 2004

  
LEONARD NADOLSKI

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

**The Bellagio Harbor Village Master Association, Inc.**

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 480 Blackburn Pt. Rd., Osprey, Florida, 34229 in the County of Sarasota, State of Florida, has named Stephen F. Voigt, Jr., 2042 Bee Ridge Road, Sarasota, Florida, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

  
\_\_\_\_\_  
STEPHEN F. VOIGT, JR.  
Registered Agent

MASTER ASSOC.ARTICLES OF INCORPORATION.wpd

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