

**N040000011888**

(Requestor's Name)

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☐

PICK-UP

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MAIL

(Business Entity Name)

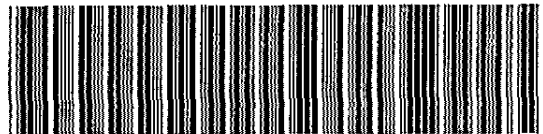
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-22-04  
/

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Vue' Master Association, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date 12/21/04

Time 11:13

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

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04 DEC 21 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE VUE MASTER ASSOCIATION, INC.**

The undersigned, for the purpose of forming a not-for-profit Corporation in accordance with the laws of the State of Florida, hereby acknowledge and file these Articles of Incorporation in the office of the Secretary of State of Florida, and certify as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is **THE VUE MASTER ASSOCIATION, INC.**

The principal mailing address of the corporation is 15065 McGregor Blvd., Suite 105, Fort Myers, Florida 33908.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to establish a corporate property owner's association for a multi-use project identified as The Vué located in the City of Fort Myers, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Master Declaration of Covenants, Easements & Restrictions for the Vué (hereinafter the "Declaration"); and it shall have all of the powers and duties reasonably necessary to operate The Vué pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To maintain, repair, replace and operate the Association and Association property.

- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
- F. To enforce the provisions of the Master Declaration, these Articles, and the Bylaws of the Association.
- G. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- I. To borrow money for any purpose, and to purchase units, and acquire, own, mortgage and convey real property.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

### **ARTICLE III**

#### **MEMBERSHIP:**

- A. The members of the Association shall be all record owners of a fee simple interest in one or more units subject to the Declaration, as further provided in the Bylaws; after termination of the Association the members shall consist of those who are members at the time of such termination.
- B. After receiving approval of the Association as required by the Declaration, change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument of conveyance and by delivery to the Association of a copy of such recorded instrument.
- C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

- D. The owners of each unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### **ARTICLE IV**

**TERM:** The term of the Association shall be perpetual.

#### **ARTICLE V**

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### **ARTICLE VI**

##### **DIRECTORS AND OFFICERS:**

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association, or the spouse of a member.
- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

#### **ARTICLE VII**

##### **INITIAL DIRECTORS:**

The initial Directors of the Association shall be:

Don Throgmartin  
15065 McGregor Blvd.  
Suite 105  
Fort Myers, Florida 33908

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Ronald Throgmartin  
15065 McGregor Blvd.  
Suite 105  
Fort Myers, Florida 33908

Jon Dewitt  
15065 McGregor Blvd.  
Suite 105  
Fort Myers, Florida 33908

### **ARTICLE VIII**

#### **INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be at:

600 Fifth Avenue South  
Suite 207  
Naples, Florida 34102

The initial registered agent at said address shall be:

John N. Brugger, Esq.

### **ARTICLE IX**

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

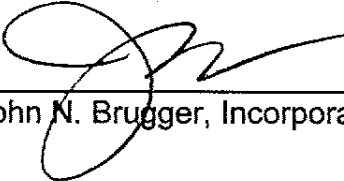
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

#### ARTICLE X

INCORPORATORS: The name and address of the person signing these Articles of Incorporation is:

John N. Brugger, Esq.  
600 Fifth Avenue South  
Suite 207  
Naples, Florida 34102

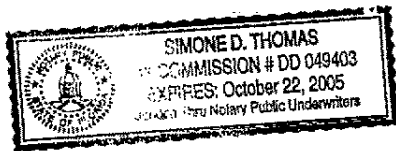
WHEREFORE, the Incorporator has caused these presents to be executed this 20<sup>th</sup> day of December, 2004.


By:   
John N. Brugger, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20 day of DECEMBER, 2004, by John N. Brugger, on behalf of the corporation, who is personally known to me, or produced \_\_\_\_\_ as identification and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



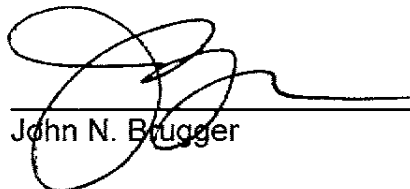
  
\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Printed Name

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **THE VUE MASTER ASSOCIATION, INC.**, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

  
\_\_\_\_\_  
John N. Brugger