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FLORIDA NON-PROFIT CORPORATION

3500 Corporate Plaza Property Owner's Association, Inc.

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**ARTICLES OF INCORPORATION
OF
3500 CORPORATE PLAZA PROPERTY OWNER'S ASSOCIATION, INC.**

A CORPORATION NOT FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby makes and files these Articles as follows:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be and is 3500 CORPORATE PLAZA PROPERTY OWNER'S ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association." The initial principal office of the Association shall be located at c/o 2606 South Horseshoe Drive, Naples, Florida 34104.

**ARTICLE II
DEFINITIONS**

Unless a contrary intent is apparent, or a definition is set forth herein, the capitalized terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration of Restrictive Covenants, Conditions, Reservations and Easements for 3500 Corporate Plaza (the "Declaration") to be recorded in the Public Records of Collier County, Florida with respect to the land described therein, being known as the "3500 Corporate Plaza," and which makes reference to these Articles.

**ARTICLE III
PURPOSE**

This Association is organized to establish an association of the Owners of Commercial Parcels, as defined in the Declaration. This corporation shall have the following specific purposes:

1. To provide for maintenance of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
3. To promote the health, safety and welfare of the Owners of Commercial Parcels within 3500 Corporate Plaza and to provide services to such Owners.
4. To enforce the provisions of the Declaration, which the Association has the responsibility to enforce.

5. The purpose of this Association will not include or permit pecuniary gain or profit nor distribution of its income to its Members, officers or Directors.

ARTICLE IV POWERS AND DUTIES

This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration. The corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration.

2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes for governmental charges levied or imposed against the property of the corporation.

3. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract for improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.

4. To borrow money, and with the consent of Members holding a majority of the voting interests of each class of Members, mortgage, pledge, deed and trust, or hypothecate any or all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred.

5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or to annex additional property and Common Property, provided that such mergers, consolidation or organization shall have the consent of a majority of the voting interests of each class of its Members.

6. To make and amend reasonable regulations and Bylaws respecting the use of any property or facilities over which the Association may have control, jurisdiction for administrative responsibilities, and to provide the penalties for the violation of any such regulation.

7. To contract for the maintenance of such facilities, and other areas in improvements as may be placed under the jurisdiction of this Association either by the Declaration or by resolution adopted by the Association's Board of Directors.

8. To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest of the Association and of its Members and to carry out the purpose of the Association.

ARTICLE V MEMBERSHIP

Every person or entity who is the record Owner of a Commercial Parcel or, if subdivided, the Sub-Association therefor, within 3500 Corporate Plaza, as defined in the Declaration, shall be a Member of this Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from Commercial Parcel ownership. Membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land. The Developer, Pine Ridge Investors of Naples, LLC, a Florida limited liability company, and/or its designated successors, shall also be a Member.

ARTICLE VI VOTING RIGHTS

This Association shall have two (2) classes of voting memberships:

CLASS A: Class A Members shall be all of those Owners as defined in Article V with the exception of the Developer, as subsequently identified. There will be twenty-one (21) votes allocated to Tract A, six (6) votes allocated to each Tracts B and C, and three and one half (3.5) votes allocated to each Tracts D and E, for a total of forty (40) Class A Member votes. When a Commercial Parcel has been subdivided, the Sub-Association therefore shall, at least annually, by majority vote of its members, appoint one (1) member of the Sub-Association as the Sub-Association's voting representative (the "Voting Representative"). The Voting Representative shall attend the meetings of the Members of the Association, and shall cast votes in the manner determined by the Sub-Association's board of directors, or absent such direction, in the manner determined by the Voting Representative. Written notice of the appointment shall be given to the Association. The Bylaws may establish procedures for voting when title to a Commercial Parcel is held in the name of a corporation or more than one (1) person or entity.

CLASS B: There shall be one (1) Class B Member, the Developer, Pine Ridge Investors of Naples, LLC, a Florida limited liability company, and/or its designated successors. The Class B Member shall have one hundred (100) votes in the affairs of the Association.

If at any time, the Class B membership shall cease to exist or it shall be judicially determined that the Class B Member is not entitled to exercise the number of votes allocated to it, then the Class B membership shall convert to a Class A membership in respect to all Commercial Parcels owned by the Class B Member at such time.

ARTICLE VII DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be Members of the Association. The initial Board of Directors shall consist of three (3) Directors.

The number of Directors may be increased by the Bylaws, but shall never be less than three (3) Directors. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

Jack J. Antaramian
365 Fifth Avenue South, Suite 201
Naples, FL 34102

F. Fred Pezeshkan
2606 South Horseshoe Drive
Naples, FL 34104

Richard Armalavage
2606 South Horseshoe Drive
Naples, FL 34104

The Board of Directors will be elected by a vote of the Members without regard to classes. Directors will be elected based on a majority of the votes cast of a duly called and noticed meeting.

Unless contrary provisions are made by law, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected and installed. Directors may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board.

Any meeting of the Members or of the Board of Directors of the Association may be held within or outside the State of Florida.

ARTICLE VIII DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by the affirmative vote of not less than seventy-five percent (75%) of the voting interests of both classes of Members of the Association. Upon dissolution of this Association, other than incident to a

merger or consolidation, its assets, both real and personal, shall be distributed to the then existing Members in the same proportion as each Members' assessment share, as provided for in Article VI, Section 8 of the Master Declaration.

**ARTICLE IX
INCORPORATOR**

The names and residence addresses of the subscribing incorporator to the Articles of Incorporation is:

Cheryl L. Hastings, Esq
Grant, Fridkin, Pearson, Athan & Crown, P.A.
Pelican Bay Corporate Centre
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

**ARTICLE X
INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a part or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

**ARTICLE XI
REGISTERED OFFICE**

The address of the corporation's initial registered office is:

Grant, Fridkin, Pearson, Athan & Crown, P.A.
5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

The name of this corporation's initial registered agent at the above address is:

Cheryl L. Hastings, Esq.

**ARTICLE XII
BYLAWS**

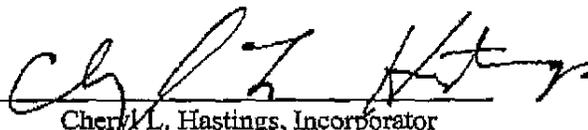
The first Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Members in the manner provided by the Bylaws.

**ARTICLE XIII
AMENDMENTS**

Amendments to these Articles may be made and adopted upon the following conditions:

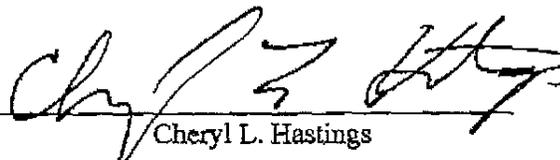
1. A notice of the proposed amendment shall be included in the notice of the Members' meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.
2. There is an affirmative vote of two-thirds (2/3^{rds}) of the votes of each class of Members.
3. Any proposal to amend the class membership structure shall require the affirmative vote of two-thirds (2/3^{rds}) of the votes of any affected class.

WHEREFORE, the incorporator has caused these presents to be executed this 30th day of August 2005.


 Cheryl L. Hastings, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the 3500 Corporate Plaza Property Owner's Association, Inc., at a 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.


 Cheryl L. Hastings