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**FLORIDA NON-PROFIT CORPORATION**

**HICKORY BAY BOAT HOUSE UNIT 200 WET SLIP ASSOCIATION**

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**ARTICLES OF INCORPORATION**

**HICKORY BAY BOAT HOUSE UNIT 200 WET SLIP ASSOCIATION, INC.**

These Articles of Incorporation are created by incorporator, Steven Bracci, whose address is 9220 Bonita Beach Road, Suite 200-23, Bonita Springs, Florida 34135, for the purposes set forth below.

**ARTICLE I**

The name of the corporation, herein called the "Association" is HICKORY BAY BOAT HOUSE UNIT 200 WET SLIP ASSOCIATION, INC., and its address is 9220 Bonita Beach Road, Suite 200-23, Bonita Springs, Florida 34135.

**ARTICLE II**

The purpose for which the Association is organized is to provide an entity for the operation of the property subject to the Declaration of Covenant Conditions and Restrictions of HICKORY BAY BOAT HOUSE UNIT 200 WET SLIP ASSOCIATION ("Declaration") such land being located in Collier County, Florida.

The Association is organized and shall exist upon 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 except as limited or modified by these Articles and 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 disburse the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace, and operate the property, including the operation and maintenance of any and all storm water management facilities and areas.
- C. To purchase insurance upon the property and Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further to 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 approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration.

Page 1 of 4

- G. To enforce the provisions of the Declaration, these Articles and the By-Laws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the property 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.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association and the property.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the property, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- K. To borrow or raise money for any purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by means of a mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

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 By-Laws.

#### ARTICLE III

The members of the Association shall consist of all record owners of a fee simple interest in one or more wet slips, as further provided in the By-Laws. After termination of the Association, the members shall consist of those who are members at the time of such termination. 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 wet slip. The owners of each wet slip, collectively, shall be entitled to the number of votes 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 By-Laws.

#### ARTICLE IV

The term of the Association shall be perpetual.

Page 10

#### ARTICLE V

The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VI

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. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. The business of the Association shall be conducted by the officers designated in the By-Laws. 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

Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Proposal: Amendments to these Articles may be proposed either by a majority of the Board or by a petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
- B. Procedure: Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- C. Vote Required: Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- D. Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

05/11/05

ARTICLE VIII:

INITIAL DIRECTORS: The Initial Directors of the Association shall be:

SALVATORE A. SCHIAFONE  
4751 Bonita Beach Road  
Bonita Springs, Florida 34134

EDWARD MARKOWITZ  
4751 Bonita Beach Road  
Bonita Springs, Florida 34134

STEVEN J. BRACCI  
9220 Bonita Beach Road, Suite 200-23  
Bonita Springs, Florida 34135

INITIAL OFFICERS: The Initial Officers of the Association shall be:

President: STEVEN J. BRACCI  
9220 Bonita Beach Road, Suite 200-23  
Bonita Springs, Florida 34135

Vice President: EDWARD MARKOWITZ  
4751 Bonita Beach Road  
Bonita Springs, Florida 34134

Secretary: SALVATORE SCHIAFONE  
4751 Bonita Beach Road  
Bonita Springs, Florida 34134

ARTICLE IX:

The street address of the initial Registered Agent of the Corporation is 9220 Bonita Beach Road, Suite 200-23, Bonita Springs, Florida 34135, and the name of its initial Registered Agent at that address is Steven J. Bracci.

ARTICLE X

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and 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 be 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:

ENB00117

- A. Willful misconduct or a conscious disregard for the best interest 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 has 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 interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or officer may be entitled.

9th IN WITNESS WHEREOF, the incorporator has caused these presents to be executed this day of November, 2005.

Incorporator:

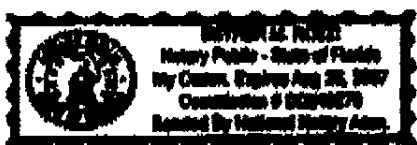
Steven J. Bracci  
Steven J. Bracci

STATE OF FLORIDA  
COUNTY OF COLLIER Lee

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Steven J. Bracci (one of the following should be checked; if none are checked, he/she is personally known to me) ✓ who is personally known to me, or     has produced as identification, and who did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 9th day of November, 2005.


(SEAL)



Steven J. Bracci  
NOTARY PUBLIC  
STEVEN J. BRACCI  
Printed Name of Notary

**Acceptance of Designation  
Registered Agent/Registered Office**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Steven J. Bracci  
11/14/05  
Dated:

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