

FROM PHOENIX LAW PARTNERS

(THU) MAR 2 2006 17:01/ST 17:00/No. 6660277049 P 1
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**ARTICLES OF INCORPORATION
OF
BELLAGIO GARDENS CONDOMINIUM ASSOCIATION INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by William J. Clarke, 4803 Skyline Boulevard, Cape Coral, Florida 33914, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME. The name of the corporation is Bellagio Gardens Condominium Association Inc. Its physical address is 4803 Skyline Boulevard, in the City of Cape Coral, County of Lee, State of Florida, and its mailing address is 4803 Skyline Boulevard, in the City of Cape Coral, County of Lee, State of Florida with the postal code of 33914.

ARTICLE II

DEFINITIONS. Capitalized terms not otherwise defined or redefined herein shall have the definitions set forth in the Declaration for Bellagio Gardens, a condominium.

ARTICLE III

PURPOSE AND POWERS. The Association is organized to provide an entity pursuant to the Florida Condominium Act for the operation of Bellagio Gardens, a condominium, located in the County of Lee, State of Florida. The Association is organized and shall exist on a non-stock basis as a State of Florida not-for-profit corporation. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, director or officer. For the accomplishment of its purposes, the Association and the Board of Directors shall have all of the common law and statutory powers and duties of a not-for-profit corporation except as specifically limited or modified by these Articles of Incorporation, the Declaration, the Bylaws, or Chapter 718, Florida Statutes, as each is amended, including without limitation the following powers and duties:

- A) To levy and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of Assessments in the exercise of its powers and duties.
- B) To protect, maintain, repair, replace and operate the Condominium Property.
- C) To purchase insurance on the Condominium Property for the protection of the Association and its Members.
- D) To reconstruct improvements after casualty, and further improve the Condominium Property.
- E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements, and the operation of the Association.

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- 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 Condominium Documents.

MEMBERSHIP.

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

ARTICLE VI

BYLAWS. The Bylaws of the Association may be altered, amended, or rescinded as provided.

ARTICLE VII

DIRECTORS AND OFFICERS.

- A) The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association and may do all acts and things set forth in Article III of these Articles, the Condominium Documents and Chapter 718, Florida Statutes, as each is amended, as such are permitted or required. The number of directors shall be an uneven number of no less than three (3) and no more than five (5) as determined in the Bylaws, and in the absence of such a determination shall consist of three (3) directors.
- B) Directors shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board filled, in the manner provided in the Bylaws.
- C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS. Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

- A) **Proposal.** Amendments to these Articles of Incorporation may be proposed by a majority of the directors, or by written petition to the Board signed by the Unit Owners of at least one-fourth (1/4) of the Units.
- B) **Procedure.** If any amendment to these Articles of Incorporation is so proposed, the proposed amendment shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice of the amendment can be given. The notice must contain the text of the proposed amendment.
- C) **Vote Required.** Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the total Voting Interests at any annual meeting or at any special meeting called for this purpose, or if it is approved in writing by a majority of the total voting Members without a meeting.
- D) **Recording Effective Date.** An amendment that is duly adopted shall become effective upon filing with the Secretary of State, and subsequently recording a certified copy in the Public Records of the County of Lee, State of Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

BELLAGIO GARDENS CONDOMINIUM ASSOCIATION INC.

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ARTICLE IX

INITIAL DIRECTORS. The initial directors of the Association shall be:

William J. Clarke, Jr.
Rita Clarke
Libby A. Bergard, Esq.

ARTICLE X

INITIAL REGISTERED AGENT. The initial registered office of the Association shall be at 12800 University Drive, Suite 260, Fort Myers, Florida 33907. The initial registered agent at said address shall be Noelle M. Melanson, Esq.

ARTICLE XI

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

- 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 that its own action was unlawful or had reasonable cause to believe its own action was lawful.
- C) A transaction from which the director or officer derived an improper personal benefit.
- D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a Member.
- E) Wrongful conduct by directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

FROM PHOENIX LAW PARTNERS

(THU) MAR 2 2006 17:03/ST. 17:00/No. 6660277049 P 6
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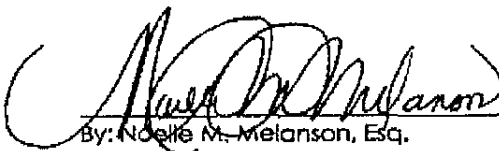
In the event of a settlement, the right to indemnification shall not apply unless a majority of the *disinterested directors* approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled.

Without approving or ratifying any transactions to date, the incorporator has executed these Articles of Incorporation on this 22 day of October 2004.

By: William J. Clarke
William J. Clarke, Its Managing Member

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Bellagio Gardens Condominium 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.

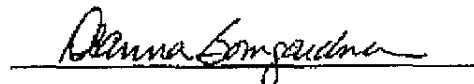

By: Noelle M. Melanson, Esq.

STATE OF FLORIDA }
 }
COUNTY OF Lee }

The foregoing instrument was acknowledged before me this 22 day of OCT 2004 by Noelle M. Melanson, Esq. She is personally known to me.



Deanna Bongardner
My Commission DD310198
Expires April 13, 2008



Notary Public
My Commission Expires:

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