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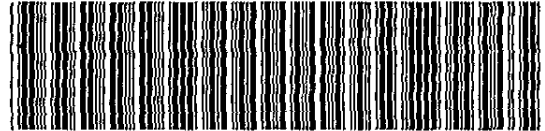
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FILED
06 APR 24 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
4/25

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Marbella Lakes Community Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Samuel K. Hodgdon
Name (Printed or typed)

14241 Metropolis Avenue, Suite 100
Address

Fort Myers, Florida 33912
City, State & Zip

(239)433-7707
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

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**ARTICLES OF INCORPORATION
OF
MARBELLA LAKES COMMUNITY ASSOCIATION, INC., TALLAHASSEE, FLORIDA**

Pursuant to Section 617.01201, Florida Statutes (2005), these Articles of Incorporation are created by Marcel Seample, 12550 New Brittany Boulevard, Suite 100, Fort Myers, Florida, as sole Incorporator, for the purpose set forth below.

ARTICLE I – NAME

The name of this corporation is MARBELLA LAKES COMMUNITY ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II – PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 12550 New Brittany Boulevard, Suite 100, Fort Myers, Florida 33907, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III – REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be Samuel Hodgdon., Becker & Poliakoff, P.A., 14241 Metropolis Avenue, Fort Myers, Florida 33912.

ARTICLE IV – PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions and Restrictions for Marbella Lakes, now or hereafter recorded among the Public Records of Collier County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

The purpose of the Association shall be to operate, maintain and repair the Common Area, and any improvements thereto; to maintain the decorative entranceways to the Properties, if any, including, but not limited to, the sidewalks, irrigation, lighting, landscaping, walls, signage, gates, curbing, roadways and berms, and streets within the Properties; to maintain and repair the interior and exterior surface of certain walls and fences, if any, bordering the Properties and bordering the streets within the Properties; to maintain and repair any irrigation facilities servicing land which the Association is obligated to maintain; to pay for the costs of street lighting for Common Areas if required, streets within the Properties, or other areas designated by the Board of Directors, and take such other action as the Association is authorized to take with regard to the Properties

pursuant to its Articles of Incorporation and Bylaws, or the Declaration. It is contemplated that the Association shall be given the responsibility of operating, managing, repairing and maintaining portions of the Common Areas.

For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) sue and be sued, and to enforce the provisions of the Declaration, these Articles and the Bylaws of the Association;

(4) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(5) borrow money, and upon two-thirds ($\frac{2}{3}$) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(7) grant easements as to the Common Areas to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(8) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds ($\frac{2}{3}$) vote of each class of members;

(9) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(10) contract for the operation, maintenance, repair and management of the Common Areas and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(11) adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(12) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise;

(13) enter into any Agreement with a Neighborhood Association, as defined in the Declaration to manage the Common Areas of the Neighborhood Association;

(14) In the event the Properties have on site wetland mitigation as defined in the regulations which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the South Florida Water Management District ("SFWMD") determines that the area(s) is successful in accordance with the Environmental Resource Permit.

ARTICLE V – MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to such owner's or member's Lot or Unit.

D. Every person or entity who is a record owner of any Lot or Unit is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot or Unit.

ARTICLE VI – BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Marcel Seamples	12550 New Brittany Boulevard, Suite 100 Fort Myers, Florida 33907
Wendy Key-Buxton	12550 New Brittany Boulevard, Suite 100 Fort Myers, Florida 33907
Patricia McLaughlin	12550 New Brittany Boulevard, Suite 100 Fort Myers, Florida 33907

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect the directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

ARTICLE VII – OFFICERS

The Association shall be administered by a President, Vice President, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Marcel Seamples	President	12550 New Brittany Boulevard, Suite 100 Fort Myers, Florida 33907
Wendy Key-Buxton	Vice President	12550 New Brittany Boulevard, Suite 100 Fort Myers, Florida 33907
Patricia McLaughlin	Secretary/ Treasurer	12550 New Brittany Boulevard, Suite 100 Fort Myers, Florida 33907

ARTICLE VIII – DISSOLUTION

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than three-fourths (3/4ths) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individuals.

ARTICLE IX – BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE X – AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than seventy-five percent (75%) of the vote of the voting members duly qualified to vote.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots or Units.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Collier County, Florida.

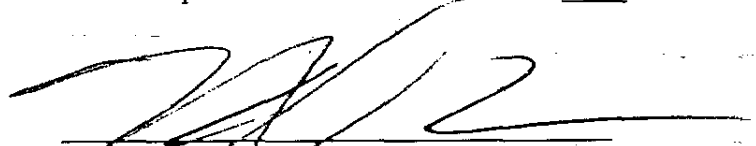
ARTICLE XI – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him/her in connection with any proceeding or settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred. 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 XII – INTERPRETATION


Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

WHEREFORE the incorporator has caused these presents to be executed this ____ day of April, 2006.

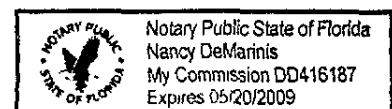

Marcel Seamples

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 13 day of April, 2006, by Marcel Seamples, who is personally known to me or who produced April 13 as identification.


Notary Public
Print _____ Name: _____

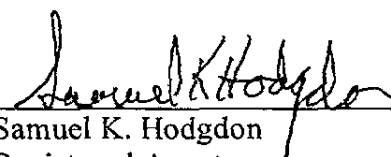
My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MARBELLA LAKES COMMUNITY ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 17th day of April, 2006.



Samuel K. Hodgdon
Registered Agent

Registered Office:

14241 Metropolis Avenue
Fort Myers, Florida 33912

Principal Corporation Office:

12550 New Brittany Boulevard, Suite 100
Fort Myers, Florida 33907

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TALLAHASSEE, FLORIDA

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