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FLORIDA PROFIT/NON PROFIT CORPORATION

Golden Village Condominium Association, Inc.

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RE: **Golden Village Condominium Association, Inc.**
Fax Audit No.: H060002151853

Comments:

Please file the attached regarding the above referenced corporation - we are re-submitting the Articles,
with corrections made, per your letter dated August 29, 2006:

1. Articles of Incorporation and Acceptance of Registered Agent.

We have requested a certificate of status of same.

Thank you.

From: Terri B. Cohen, Esq. Phone No. 239-593-2968

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August 29, 2006

FLORIDA DEPARTMENT OF STATE

PORTER, WRIGHT, MORRIS & ARTHUR Division of Corporations

SUBJECT: GOLDEN VILLAGE CONDOMINIUM ASSOCIATION, INC.
REF: W06000038116

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**ARTICLES OF INCORPORATION
OF
GOLDEN VILLAGE CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Terri B. Cohen, Esq., 5801 Pelican Bay Blvd, Suite 300, Naples, Florida 34108, as sole incorporator, for establishing a not for profit corporation within the State of Florida as set forth below.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation, herein called the "Association", is Golden Village Condominium Association, Inc., and its principal place of business is 300 Fifth Avenue South, Suite 227, Naples, Florida 34102.

**ARTICLE II
DEFINITIONS**

The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Golden Village, a Condominium, located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. 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 shall have all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as they may hereafter be 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 upon the Condominium Property for the protection of the Association and its members.

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Exhibit C to Declaration of Condominium

- 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.
- F. To approve or disapprove the transfer of ownership, leasing and occupancy of units, to the extent provided for in the Declaration of Condominium.
- G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Condominium Property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium 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 Condominium.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- K. To borrow money, if necessary, to perform the Association's functions.

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 of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV MEMBERSHIP

- A. The members of the Association are all owners of record legal title to one or more units in the Condominium, as further provided in the Bylaws.
- B. 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.

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

ARTICLE V 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 therein.

ARTICLE VII 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.
- B. Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors 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 of Directors, and they shall serve at the pleasure of the Board.

ARTICLE VIII AMENDMENTS

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

- A. Proposal. Amendments to these Articles may be proposed by a majority of the Directors, or by written petition to the Board signed by the owners of at least one-fourth (1/4) of the Units.
- B. Procedure. If any amendment to these Articles 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 can be given.

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- 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 or special meeting called for the purpose, or if it is approved in writing by 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 the text of the proposed amendment.
- D. Effective Date. An amendment which is duly adopted shall become effective upon filing with the Secretary of State, and subsequently recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

ARTICLE IX INITIAL DIRECTORS

The initial Directors of the Association shall be:

- A. Brian M. Elliott, President.
- B. Scott Baker, Vice President.
- C. Mike Davis, Secretary/Treasurer.

ARTICLE X REGISTERED AGENT AND REGISTERED OFFICE

- A. The initial registered office of the Association shall be at: 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108.
- B. The initial registered agent at said address shall be Terri B. Cohen, Esq.

ARTICLE XI 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 attorney's 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 made a party because of his 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

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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, on any cause of action brought by or on behalf of Association.
- 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. In an action brought by or on behalf of someone other than the Association or a member, recklessness, or an act or omission which was committed: (i) in bad faith, (ii) with malicious purpose, or (iii) in a manner exhibiting wanton and willful disregard for human rights, safety, or property,
- E. ☐ 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 a majority of the disinterested 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 other rights to which a Director or Officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 28th day of August, 2006.



Terri B. Cohen

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Golden Village 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.



Terri B. Cohen

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