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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gateway Towne Lake Center Condominium Association, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gordon Duncan

(Name of Contact Person)

Duncan & Tardif, P.A.

(Firm/ Company)

PO Box 249

(Address)

Fort Myers, FL 33902

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gordon Duncan

(Name of Contact Person)

at (239) 277-0633

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

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(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF INCORPORATION OF
GATEWAY TOWNE LAKE CENTER
CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are established for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Gateway Towne Lake Center Condominium Association, Inc. and its address is 14565 Eagle Ridge Drive, Fort Myers, FL 33912.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 2 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 Commercial Condominium, located in Lee 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 it 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.
- (D) To reconstruct improvements after casualty, and further improve 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, 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 its other functions hereunder.

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 (1) 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 its Unit.
- (C) The Owners of Units shall be entitled to vote in Association matters based upon their percentage ownership. The total votes of all Units equals 100. The voting percentage exercisable by each Unit Owner shall be determined according to the percentage ownership of each Unit as set forth in Exhibit A (ie. Unit 1 – 7.75 votes, Unit 6 – 14.21 votes, Unit 12, 5.31 – votes, etc.). 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.

If the Association is dissolved, the property consisting of the surface water management system will be

conveyed to an appropriate agency of local government. If conveyance is not accepted by a local government agency, then the surface water management system will be dedicated to a similar non-profit corporation.

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.
- (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 VII

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 twenty five percent (25%) of the Units determined by the percentages set forth in Exhibit "A".
- (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.
- (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 Lee 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:

Robert Mosher
Stan Garczynski
Claudia Shaw

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

14565 Eagle Ridge Dr., Fort Myers, FL 33912

The initial registered agent at said address shall be:

Stan Garczynski

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 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, in a proceeding by or in the name of the Association to produce a judgment in its favor.
- (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) Recklessness, or an act or omission which was committed in bad faith or with malicious

purpose or in any manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the name 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.

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 articles to be executed this 20 day of ~~October~~, 2006.
December

By: [Signature]
Stan Garczynski, incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20 day of ~~October~~, 2006, by Stan Garczynski. He is personally known to me or did produce [Signature] as identification.

[Signature]
Notary Public Signature
Printed Name of Notary Public: _____



Gordon R. Duncan
My Commission DD204400
Expires April 30, 2007

Notary Seal

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

[Signature]
Stan Garczynski