

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

PROFESSIONAL VILLAGE AT NORTHBROOKE MASTER ASSOCIATI

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ARTICLES OF INCORPORATION
OF
PROFESSIONAL VILLAGE AT NORTHBROOKE
MASTER ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Todd E. Gates, as sole incorporator, for the purposes set forth below.

ARTICLE I
NAME

The name of the corporation, herein called the "Association," is the PROFESSIONAL VILLAGE AT NORTHBROOKE MASTER ASSOCIATION, INC., and its principal address is 12810 Tamiami Trail North, Naples, Florida 34110.

ARTICLE II
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the maintenance of common areas and facilities at THE PROFESSIONAL VILLAGE AT NORTHBROOKE, a property according to the property plat to be recorded in the Public Records of 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, the Declaration of Covenants for The Professional Village at Northbrooke (the "Declaration") or Chapter 617, Florida Statutes, 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 defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To acquire (by gift, purchase or otherwise), own, hold and improve, building upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- (C) To protect, maintain, repair, replace and operate the Association property, specifically including, but not limited to, the Surface Water Management System as permitted by South Florida Water Management District, including lakes, retention areas, landscaping, buffer, conservation easements and areas, culverts and related appurtenances.

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- (D) To purchase insurance upon the Association property and the Common Areas for the protection of the Association and its members.
- (E) To reconstruct Common Area improvements after casualty and to make further improvements of the Common Areas.
- (F) To make, amend and enforce reasonable rules and regulations governing the use of the Tracts and Common Areas within The Professional Village at Northbrooke, and the operation of the Association.
- (G) To enforce the provisions of the Declaration, these Articles, and the Bylaws, and any rules and regulations of the Association.
- (H) To contract for the management and maintenance of Association property and the Common Areas, 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 consultants to perform the services required for proper operation of the Association.
- (J) To borrow or raise money for any of the purposes of the Association; 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, any 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.
- (K) To sue and be sued.
- (L) To contract for services necessary to operate and maintain the Surface Water Management System for The Professional Village at Northbrooke.

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 Bylaws.

ARTICLE III MEMBERSHIP

- (A) The Members of the Association shall consist of all record owners of a fee simple interest in one or more Tracts in the property, as further provided in the Bylaws.

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- (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 the Tract owned by that Member.
- (C) The Members 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 Bylaws.

ARTICLE IV TERM

The term of the Association shall be perpetual.

ARTICLE V BYLAWS

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

ARTICLE VI 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 of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first organizational meeting following the incorporation of the Association and shall serve until the next Annual Meeting of the Board of Directors or until their successors are duly qualified and elected.

ARTICLE VII AMENDMENTS

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

- (A) ~~Proposal~~ Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition in writing, signed by the Members representing at least twenty-five percent (25%) of the voting interests of the entire membership.

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- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Members, 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 by Florida law, these Articles of Incorporation may be amended by a vote of the majority of the voting interests present at any annual or special meeting of the Members, or by approval in writing of a majority of the voting interests of the Members 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. Notwithstanding any provisions herein to the contrary, the Developer shall have the power and authority to unilaterally amend these Articles at any time prior to turnover of Association control without the joinder and consent of any Member, owner or mortgagee.
- (D) Limitation. No amendment shall be made that is in conflict with the Declaration, nor shall any amendment abridge, alter or amend the rights of the Developer or mortgagees of tracts without their consent.
- (E) 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.

ARTICLE VIII INITIAL DIRECTORS

The Initial Directors of the Association shall be:

Brian K. Stock
4501 Tamiami Trail North, Suite 300
Naples, FL 34103

Todd E. Gates
12810 Tamiami Trail North
Naples, FL 34110

John Flavin
12810 Tamiami Trail North
Naples, FL 34110

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ARTICLE IX INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at Todd E. Gates:

The initial registered agent at said address shall be 12810 Tamiami Trail North, Naples, FL 34110.

ARTICLE X 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 attorneys' fees, actually and reasonably incurred by or imposed on them in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their 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 their 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,
- (B) A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
- (C) A transaction from which the director or officer derived an improper personal benefit.

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 other rights to which a director or officer may be entitled.

ARTICLE XI DISSOLUTION

In the event of dissolution of the Association, the Association shall have the power to dedicate the operation and maintenance of the common areas, and specifically the Surface Water Management System, to an appropriate agency of local government for purposes of operating and maintaining said common property in accordance with South Florida Water Management District requirements, or if not accepted by such local agency, then the Surface Water Management System shall be dedicated to a successor or similar non-profit corporation.

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**ARTICLE XII
INCORPORATORS**

The name and the address of the person signing these Articles of Incorporation is as follows:

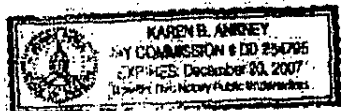
WHEREFORE the incorporator has caused these presents to be executed this 10th day of April, 2007.



Todd E. Gates, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 10th day of April, 2007, by Todd E. Gates, as the Incorporator of Professional Village at Northbrooke Master Association, Inc., on behalf of the corporation, (X) who is personally known to me.





Notary Signature

Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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