

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Alico Lakes Village Association, Inc.

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Florida Dept of State



June 21, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROETZEL & ANDRESS

SUBJECT: ALICO LAKES VILLAGE ASSOCIATION, INC.
REF: W07000029426

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document. ~~Handwritten mark~~

You must list at least one incorporator with a complete business street address. ~~Handwritten mark~~

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator. ✓

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Ruby Dunlap
Regulatory Specialist
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EXHIBIT C

**ARTICLES OF INCORPORATION OF
ALICO LAKES VILLAGE ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION**

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by Southwest Florida Investment Group, L.L.C., a Florida limited liability Company, as sole incorporator, for the purposes set forth below.

ARTICLE I

The name of this corporation is Alico Lakes Village Association, Inc. (hereinafter sometimes referred to as the "Corporation" or "Association") and the address of the principal office is 1427 W. Saginaw Highway, Suite 200, East Lansing, Michigan 48823.

ARTICLE II

The specific primary purposes for which this Corporation is organized are to provide for maintenance, preservation and control of the "Surface Water Management System," "Conservation Areas" and other "Common Areas" (as defined in the "Declaration," as defined below) (collectively, the "common areas") within the mixed use development located in Lee County, Florida and known as Alico Lakes Village, and to promote the health, safety and welfare of the residents within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the Corporation shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Stormwater Declaration for Alico Lakes Village (the "Declaration") applicable to the development and to be recorded in the Public Records of Lee County, Florida.

(b) Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

(c) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

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(d) Subject to the consent by vote of at least sixty percent (60%) of the voting interests of the Members, borrow money, mortgage, pledge, convey by deed of trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication or transfer shall be effective unless at least sixty percent (60%) of the voting interests of the Members consent to such dedication, sale or transfer, except as otherwise provided in the Declaration.

(f) Participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional property or common areas, provided that any merger or consolidation shall have the assent by vote or written instrument of at least sixty percent (60%) of the voting interests of Members, except as otherwise provided in the Declaration.

(g) Contract, sue or be sued with respect to the exercise or non-exercise of its powers and duties to include, without limitation, the maintenance, management, and operation of the association property and common areas.

(h) Adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the common areas and other aspects of the development, which rules and regulations shall be consistent with the rights and duties established by the Declaration.

(i) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(j) Contract for services necessary or desirable to operate and maintain property (including, but not limited to, tracts and easements) dedicated to the Association and any corresponding infrastructure.

(k) Have and exercise any and all powers, rights and privileges granted to the Association pursuant to the Declaration or applicable law, including without limitation, any and all powers necessary or desirable for the Association to discharge its duties and obligations under the Declaration including to operate and maintain common property, including the surface water management system (SWM) permitted in the SFWMD Permit ____.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any Member.

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ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any Property Interest, including contract vendors, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Property Interest which is subject to assessment by the Association. The Declarant shall also be a member of the Association, as provided in the Declaration.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and street address of the Incorporator is:

Scott A. Chappelle
1427 W. Saginaw Highway, Suite 200
East Lansing, Michigan 48823

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors who shall be elected in the manner as set forth in the Bylaws, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Except as otherwise provided in the Declaration or the Bylaws, such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members. The Developer has the right to appoint the Board of Directors to the extent provided in the Declaration.

ARTICLE VII

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
Evert Kramer	President
Scott Chappelle	Vice President
Kevin McGraw	Secretary/Treasurer

ARTICLE VIII

The number of persons constituting the first Board of Directors of the

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Association shall be three (3) and thereafter the membership shall consist of not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Evert Kramer	1427 W. Saginaw Hgwy, Suite 200 East Lansing, Michigan 48823
Scott Chappelle	1427 W. Saginaw Hgwy, Suite 200 East Lansing, Michigan 48823
Kevin McGraw	1427 W. Saginaw Hgwy, Suite 200 East Lansing, Michigan 48823

ARTICLE IX

The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of at least sixty percent (60%) of the voting interests of Members existing at the time of and present in person or by proxy at such meeting, except as otherwise provided in the Declaration and except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors. The Developer may, however, amend the Bylaws without any vote of members until turnover of control of the Association to its members, unless such an amendment requires a vote of members under the Declaration.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the voting interests of members existing at the time of such meeting and/or as otherwise provided in the Declaration. The Developer may amend these Articles without a vote of the members until turnover of control of the Association to the members, unless such amendment requires a vote of the members under the Declaration.

ARTICLE XI

The members of the Association shall have the following voting interests:

- (a) Members other than the Developer shall have one (1) vote for each Property Interest owned by it or them.
- (b) The Developer, until the Turnover Date, shall have five (5) votes for each Property Interest owned by it.

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All votes shall be cast as if only one (1) class of Members exists and shall be combined and tabulated as more particularly provided in the Declaration to determine whether, as to any matter voted upon, the appropriate level of votes has been attained to adopt such matter.

ARTICLE XII

On dissolution the assets of the Association shall be conveyed or dedicated to an appropriate public agency for use in carrying out the continued maintenance and operation of the common areas and other duties of the Association. If such conveyance and/or dedication is refused acceptance, such assets shall be granted, conveyed and dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the common areas and other duties of the Association.

ARTICLE XIII

The street address of the corporation's initial registered office in the state of Florida is 2320 First Street, Suite 1000, Fort Myers FL 33901, and the name of its initial registered agent at such address is R&A Agents, Inc.

ARTICLE XIV

The effective date of this corporation shall be upon filing these Articles of Incorporation with the Office of the Secretary of State of the State of Florida.

ARTICLE XV

Each Director and officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself), all to the maximum extent allowed by law and in accordance with Chapters 607, 617 and 720, Florida Statutes.

ARTICLE XVI

Capitalized terms used herein shall have the same meanings as are given to them in the Declaration, unless the context clearly indicates otherwise. The Declaration contains various provisions concerning the Association which, in any given instance, may vary from these Articles of Incorporation. In all cases, any conflicting provisions of the Declaration control over the provisions of these Articles of Incorporation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of JUNE, 2007.

Witnesses:

Sole Incorporator:

1st Witness

Kevin T. McGraw

Print Name

2nd Witness

Print Name

SCOTT A. CHAPPELLE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUN 21 PM 12:08

APPROVED
AND
FILED

MICHIGAN
STATE OF FLORIDA
COUNTY OF LEE (INGHAM)

The foregoing instrument was acknowledged before me this 18th day of June, 2007, by Scott A. Chappelle, President Southwest Florida Investment Group, L.L.C., as sole incorporator of these Articles of Incorporation. He is personally known to me or produced a valid Michigan driver's license as identification.

Julia L. Skinner
Print Name: Julia L. Skinner
Notary Public-State of Florida
Serial No.: _____

My Commission Expires:

4/15/11

JULIA L. SKINNER (SEAL)
NOTARY PUBLIC - STATE OF MICHIGAN
COUNTY OF INGHAM
My Commission Expires April 15, 2011
Acting in the County of Ingham

ACCEPTANCE BY REGISTERED AGENT

R&A Agents, Inc., c/o S.W. Hubbard, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.

Registered Agent: R&A Agents, Inc.,
an Ohio corporation

Donna M. Flammang, Esq.
Print Name: Donna M. Flammang, Esq.
Assistant Secretary