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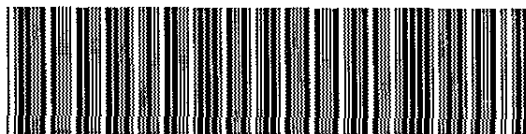
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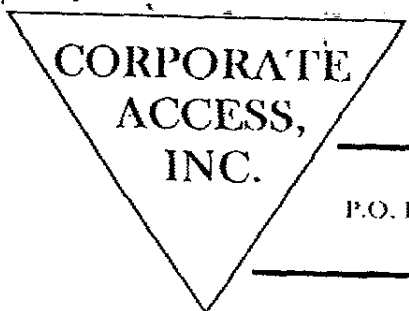
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TALLAHASSEE, FLORIDA

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arts

1. Capri Commons Community Association Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF INCORPORATION
FOR
CAPRI COMMONS COMMUNITY ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

APPROVED
AND
FILED
07 AUG 14 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation is: CAPRI COMMONS COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association." The mailing address for the Association is c/o Welsh Companies FI, Inc., 2400 Ninth Street North, Suite 101, Naples, Florida 34103.

**ARTICLE II
PURPOSES**

The purposes of the Association are:

1. To provide for maintenance, preservation, control and operation of the Common Areas within Capri Commons, located in Lee County, Florida, and such other property as may be added thereto, as set forth in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens for Capri Commons, as recorded in the Public Records of Lee County, Florida (the "Declaration"). All terms used herein which are defined in the Declaration shall have the same meaning as set forth in the Declaration, unless otherwise indicated herein.
2. To otherwise promote the health, safety, and welfare of its Members and their property within Capri Commons.

**ARTICLE III
POWERS**

1. **GENERAL POWERS.** The Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provisions of these Articles or the Declaration.
2. **NECESSARY POWERS.** The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
 - A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

- B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting the Common Areas;
- C. To fix, establish, levy and collect Assessments as contemplated by the Declaration;
- D. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- E. To pay all taxes and other Assessments which are liens against the Association or the Common Areas;
- F. To make and enforce reasonable rules and regulations governing the use and operation of the property covered by the Declaration;
- G. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- H. To contract for services necessary to operate and maintain the Common Areas.
- I. To operate and maintain the surface water management system in accordance with the requirements of the South Florida Water Management District, and to contract for services to provide for the operation and maintenance of the surface water management system; provided however, in the event that the Association is dissolved, the surface water management system, and the property comprising such system, will be conveyed and be dedicated to a non-profit organization so as to ensure continued maintenance of the surface water management system in perpetuity.

ARTICLE IV
PROHIBITION AGAINST ISSUANCE OF
STOCK AND DISTRIBUTION OF INCOME

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provision of these Articles and with the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association for conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for

and on behalf of the Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Association.

ARTICLE V **MEMBERSHIP**

Every Owner, including the Declarant, so long as they own a Parcel within Capri Commons, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to Assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws, the Declaration, and any Amendment thereto.

ARTICLE VI **VOTING**

For all matters for which the vote of the Members is required, each Member shall be entitled to vote. Voting shall be allocated among the Owners of each Parcel in accordance with Section 4.02 of the Declaration.

ARTICLE VII **ADDITIONS OF PROPERTIES AND MEMBERSHIP**

Declarant may, so long as it owns any property in Capri Commons and in accordance with the Declaration, add land to the Property and increase the number of Members.

ARTICLE VIII **BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) Directors appointed by Declarant. The names and addresses of the initial Directors are:

	<u>Director</u>	<u>Address</u>
1.	Ajay R. Patel	1647 Manchester Ct Naples, Florida 34109
2.	Sunali A. Patel	1647 Manchester Ct Naples, Florida 34109
2.	George Vukobratovich	2400 9 th Street Naples, Florida 34103

3.

Until three (3) months after conveyance by Declarant to Members, other than the Declarant of all of the Lots within the Property ("Turnover"), Declarant shall be entitled to elect all Members of the Board of Directors of the Association.

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) or more than five (5).

ARTICLE IX **OFFICERS**

The Board of Directors may elect Officers from among its Members. The Officers of the Association shall be the President, Vice President, a Secretary/Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The initial Officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

President	George Vukobratovich
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Vice President	Ajay Patel
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Secretary/Treasurer	Sunali Patel
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ARTICLE X **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of this being or having been a Director or Officer of the Association, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Association. 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 XI
BYLAWS

The Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a Member.

ARTICLE XII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by Members holding seventy-five (75%) percent of the Voting Rights, subject to the following restrictions:

1. So long as Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in it under a deed or other recorded instrument applicable to the Parcel owned by such Member unless made in accordance with provisions of such deed of instrument.
3. No amendment shall conflict with the Declaration.

ARTICLE XIV
TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE XV
INCORPORATOR

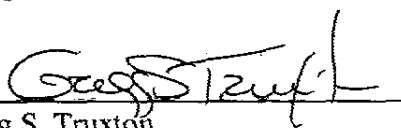
The name and address of the incorporator of CAPRI COMMONS COMMUNITY ASSOCIATION INC., is:

NAME	ADDRESS
Gregg S. Truxton	Bolaños Truxton, PA 12800 University Drive, Suite 350 Fort Myers, Florida 33907

ARTICLE XVI
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent for this corporation shall be Bolaños Truxton, P.A., and the registered office shall be located at 12800 University Drive, Suite 350, Fort Myers, Florida 33907. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 13 day of August, 2007.




Gregg S. Truxton

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation of CAPRI COMMONS COMMUNITY ASSOCIATION INC., was acknowledged before me this 13th day of August, 2007, by Gregg S. Truxton, who is personally known to me, and who did not take an oath.

SEAL





Signature of Notary

Name of Notary Printed

Serial Number, Commission
Number (if any) Printed

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

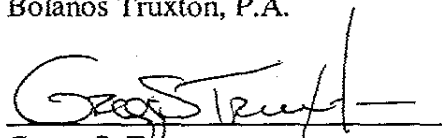
First, that CAPRI COMMONS COMMUNITY ASSOCIATION INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Fort Myers, Lee County, State of Florida, has named Bolaños Truxton, PA, located at 12800 University Drive, Suite 350, Fort Myers, Florida 33907, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Bolaños Truxton, P.A.

By:


Gregg S. Truxton

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA