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HAWTHORNE RETAIL CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
HAWTHORNE RETAIL CONDOMINIUM ASSOCIATION, INC.**

These Articles of Incorporation are created by Shoppes at Hawthorne, LLC, a Florida limited liability company, located at 2025 Laguna Way, Naples, Florida 34109, as sole incorporator, for the purposes set forth below.

ARTICLE I: NAME

The name of the corporation, herein called the "Association," is HAWTHORNE RETAIL CONDOMINIUM ASSOCIATION, INC., and its address is 2025 Laguna Way, Naples, Florida 34109.

ARTICLE II: PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity to administer, manage and operate Hawthorne Retail Condominium, a Commercial Condominium ("Condominium"), located in Lee 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, and the Declaration of Condominium, as it may hereafter be amended, and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to disburse the proceeds of assessments in the exercise of its powers and duties.
- (B) To own, protect, lease, maintain, repair, replace and operate the condominium property, including without limitation entry medians, parking areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the South Florida Water Management District or any other governmental agency.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of 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.

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- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium and the condominium property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required 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 borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; 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, by means of a 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.

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 By-Laws.

ARTICLE III: MEMBERSHIP

The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. 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. The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as 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 IV: TERM

The term of the Association shall be perpetual. In the event of dissolution, any portions of the Properties consisting of the surface water management system shall be conveyed to an appropriate agency of local government determined to be acceptable to the South Florida Water Management District. If not accepted, the surface water management system must be deeded to a Florida corporation not for profit which will accept responsibility.

ARTICLE V: BYLAWS

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

ARTICLE VI: DIRECTORS AND OFFICERS

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. 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. 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 meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

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 or by petition of the owners of ten percent (10%) of the units by instrument, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, 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. These Articles of Incorporation may be amended by vote of sixty-six and two-thirds percent (66 2/3%) of the voting interests at any annual or special meeting, or by approval in writing of 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 a fair statement of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII: INITIAL DIRECTORS

A. While the Developer owns any units, all directors shall be appointed by the Developer. The initial Directors of the Association shall be:

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Frank P. Potestio, Jr.
1120 Galleon Drive
Naples, Florida 34102

David Mola
2025 Laguna Way
Naples, Florida 34109

J. Thomas Conroy, III
2210 Vanderbilt Beach Road
Suite 1201
Naples, Florida 34105

B. After the Developer ceases to own any units, or at any time, at the sole option of Developer, all directors shall be elected by the unit owners.

C. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors and in the absence of such determination shall consist of three (3) Directors.

D. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

E. The business of the Association shall be conducted by the officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX: INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

2210 Vanderbilt Beach Road
Suite 1201
Naples, Florida 34109

The initial registered agent at said address shall be:

J. Thomas Conroy, III

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 him in connection

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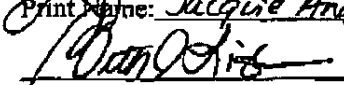
with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his 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 right of the Association to procure 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) Wrongful conduct by Directors or officers appointed by the Developer, in a proceedings brought by or on behalf of the Association.

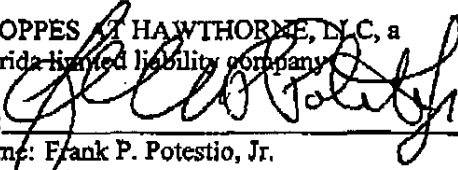
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 5th day of November, 2007.

Signed in the presence of:


Print Name: Jacquie Andrews

Print Name: Beth D. Lightner

SHOPPES AT HAWTHORNE, L.L.C., a
Florida limited liability company

By: 
Name: Frank P. Potestio, Jr.
Title: Managing Member

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STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frank P. Potestio, Jr. ☒ who is personally known to me, or ☐ who has produced _____ as identification, and who did take an oath, and who is known to be the Managing Member of Shoppes at Hawthorne, LLC, a Florida limited liability company, the company named in the foregoing instrument and that he acknowledged executing the same, in the presence of two (2) subscribing witnesses, freely and voluntarily under authority duly vested in him by said company and that the seal affixed thereto is the true corporate seal of said company.

WITNESS my hand and official seal in the State and County last aforesaid this 5th day of November, 2007.

(SEAL)



Beth D. Lightner
NOTARY PUBLIC

Printed Name of Notary

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HAWTHORNE RETAIL CONDOMINIUM ASSOCIATION, INC., a Florida corporation, 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.


J. Thomas Conroy, III

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