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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

OSPREY BAY PROPERTY OWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
OSPREY BAY PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes as amended, hereby executes and adopts the following Articles of Incorporation ("Articles"):

ARTICLE 1. NAME

The name of the corporation shall be OSPREY BAY PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). Its principal office and mailing address shall be at 16050 Captiva Drive, P.O. Box 610, Captiva Island, Florida 33924, or at such other places as may be designated, from time to time, by the Board of Directors.

ARTICLE 2. NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE 3. DURATION

The period of duration of the Association is perpetual. Existence of the Association shall commence with the filing of these Articles with the Secretary of State. If the Association is dissolved, the property consisting of the Surface Water Management Area, as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Osprey Bay, (the "Declaration"), and the right of access to the property containing the Surface Water Management Area shall be conveyed to an agency of local government determined to be acceptable by the SFWMD (as defined in the Declaration). If it is not accepted, then the Surface Water Management Area and the Property on which the Surface Water Management Area is located must be dedicated to a similar non-profit corporation.

ARTICLE 4. PURPOSE

The purpose for which the Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Association (including, without limitation, those portions of the Surface Water Management Area to be operated, maintained and managed by the Association in a manner consistent with the South Florida Water Management District permit conditions and applicable governmental regulations); and the protection of the Lots; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration as recorded in the public records of Lee County, Florida, including the establishment and enforcement of payment of Common Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners

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and their Lots. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE 5. POWERS

The powers of the Association shall include and be governed by the following provisions:

5.1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it as a homeowners' association not-for-profit under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

5.2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

5.2.1. The power to fix, levy and collect Assessments against the Lots, as provided for in the Declaration.

5.2.2. The power to contract for services necessary to operate and maintain the Surface Water Management Area, along with all requisite power and authority needed to operate and maintain the stormwater system therein, including but not limited to the operation and maintenance of all lakes, retention areas, culverts and related appurtenances, in accordance with the South Florida Water Management District permit.

5.2.3. The power to levy and collect Assessments for the costs of maintenance and operation of any portion of the Surface Water Management Area and stormwater system therein which is to be operated or maintained by the Association.

5.2.4. The power to expend monies collected for the purpose of paying the expenses of the Association, including, without limitation, costs and expenses of maintenance and operation of that portion of the Surface Water Management Area and stormwater system therein for which the Association is responsible.

5.2.5. The power to manage, control, operate, maintain, repair and improve the Common Areas.

5.2.6. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Areas.

5.2.7. The power to insure and keep insured the Common Areas as provided in the Declaration.

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5.2.8. The power to employ the personnel required for the operation and management of the Common Areas.

5.2.9. The power to pay utility bills for utilities serving the Common Areas.

5.2.10. The power to pay all taxes and assessments which are liens against the Common Areas.

5.2.11. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

5.2.12. The power to control and regulate the use of the Common Areas.

5.2.13. The power to make reasonable rules and regulations and to amend the same from time to time.

5.2.14. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration and the rules and regulations promulgated by the Association from time to time.

5.2.15. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

5.2.16. The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Common Areas and within the Surface Water Management Areas.

5.2.17. The power to appoint committees as the Board of Directors may deem appropriate.

5.2.18. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the rules and regulations.

5.2.19. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, and the power to be sued and to defend the Association in court.

5.2.20. The power to adopt, alter and amend or repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association.

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5.2.21. The power to provide any and all supplemental municipal services as may be necessary or proper.

5.2.22. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

5.2.23. The power to own and convey real and personal property.

5.3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

5.4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the Declaration and Bylaws of the Association.

ARTICLE 7. VOTING RIGHTS

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration and Bylaws.

ARTICLE 8. LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be personally liable for the debts of the Association, except where officers or directors of the Association are finally adjudged in an action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct.

ARTICLE 9. BOARD OF DIRECTORS

9.1. The number of directors constituting the initial Board of Directors of the Association is four (4) and the names and addresses of the persons who will serve as the initial Board of Directors and officers of the Association are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Ralph L. Roberts, Sr.	President/Director	800 Gillam Road Wilmington, OH 45177

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Ralph L. Roberts, Jr.	Vice President/Director	600 Gillam Road Wilmington, OH 45177
Donald R. DeLuca	Vice President/Secretary/ Director	600 Gillam Road Wilmington, OH 45177
Roby L. Roberts	Treasurer/ Director	600 Gillam Road Wilmington, OH 45177

9.2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the Bylaws of the Association.

9.3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws of the Association.

ARTICLE 10. BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE 11. CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws.

ARTICLE 12. SOLE INCORPORATOR

The name and address of the sole incorporator are as follows:

Donald R. DeLuca, 15050 Captiva Drive, P.O. Box 610, Captiva Island, Florida 33924

ARTICLE 13. INDEMNIFICATION

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such

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proceedings and amounts paid in settlement of such proceedings, except as to matters wherein such directors, officer, committee members and/or employees and agents shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Voting Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

ARTICLE 14. OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

ARTICLE 15. AMENDMENT

Until the Turnover (as defined in the Declaration), the Board of Directors may amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting two-thirds (2/3) of the total votes in the Association in favor of such amendment.

ARTICLE 16. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Donald R. DeLuca, and the street address of the registered office of the Association shall be 15050 Captiva Drive, Captiva Island, Florida 33924.

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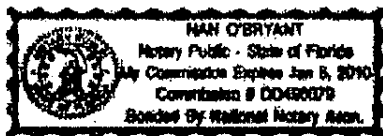
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 2008.


By Donald R. DeLuca

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of February, 2008, by Donald R. DeLuca, on behalf of the corporation, XX who is personally known to me or () who has produced None as identification.




Notary Public


Printed Name of Notary
Comm. Number:

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AND UNDERSTAND MY DUTIES AS REGISTERED AGENT AND AGREE TO AGT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Donald R. DeLuca
Date: 2/27/08

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