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ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: 0721 00000 307 ← DEBIT OUR ACCOUNT

REFERENCE: A33
(Sub Account)

DATE: 4-25

REQUESTOR NAME: ATTORNEYS' TITLE INSURANCE FUND, INC.

ADDRESS: 660 East Jefferson St., Suite 200
Tallahassee, Fl 32301

TELEPHONE: 850 - 222-2785 ext. _____

CONTACT NAME: Barbara Keys

CORPORATION NAME: CORPORA AT LELY RESORT
HOMESOWNERS ASSON INC.

DOCUMENT NUMBER: _____
(If applicable)

AUTHORIZATION: Barbara Keys

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☐ CERTIFICATE OF STATUS (1-9)
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**ARTICLES OF INCORPORATION
OF
CORDOBA AT LELY RESORT HOMEOWNERS ASSOCIATION, INC.**
(a Florida Not-For-Profit Corporation)

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by Richard Armalavage, as the sole incorporator, whose address is 2240 Venetian Court, Naples, FL 34109 for the purposes set forth below.

ARTICLE I
Name

The name of corporation is Cordoba at Lely Resort Homeowners Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II
Principal Office

The initial principal office of the corporation is located at 2240 Venetian Court, Naples, FL 34109.

ARTICLE III
Purpose and Powers

This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers or Directors. It is a non-profit corporation formed for the purpose of establishing a corporate, residential neighborhood Homeowners Association for the operation of neighborhood known as Cordoba at Lely Resort located in Collier County, Florida. This corporation will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Collier County, Florida, (hereinafter the "Declaration") have the specific purposes and powers below:

(A) **Purposes:**

(1) To provide for the operation and maintenance of the common areas, private property and structures placed under the jurisdiction of the Association.

(2) To promote the health, safety and welfare of the residents of the residential community located on the property subject to the jurisdiction of the Association.

(3) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the Declaration.

(B) **Powers:** The Association shall have all of the common law and statutory powers of Florida corporation not for profit consistent with these Articles and with the Declaration, and shall have all of the powers and the authority reasonably or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to :

(1) Fix, levy, collect and enforce payment by any lawful means of all charges, assessments or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property of the corporation;

(2) Make, adopt amend, rescind and enforce any and all covenants, condition, restrictions and agreements applicable to the residential neighborhood known as Cordoba at Lely Resort which is located in the Lely Resort development in Collier County, Florida;

(3) Pay taxes, if any, on the common areas and Association property;

(4) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(5) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) Dedicate, sell or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless at least two-thirds (2/3) of the voting interests consent to such dedication, sale or transfer;

(7) Purchase policies of insurance and use the proceeds from policies to effectuate its purposes;

(8) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least (2/3) of the voting interests of the Association;

(9) Enter into contracts or agreements to carry out the purposes of the Association and to contract for the maintenance, security, administration and other functions to be carried out by the Association and to employ accountants, architects, and other professional personnel to perform the services required for the property operation of the Association.

(10) Protect, maintain, repair, replace and operate the common areas.

(11) Approve or disapprove the transfer of ownership, leasing and occupancy of homes as provided in the Declaration.

(12) Assist and cooperate with Lely Resort Master Property Owners Association, Inc. in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for Lely Resort as the same is more particularly set forth in Official Records Book 1513, Page 835 et seq., of the Public Records of Collier County, Florida, as amended and supplemented from time to time; and,

(13) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now have or hereafter have subject always to the Declaration as amended from time to time.

ARTICLE IV
Membership and Voting Rights

Membership and Voting Rights shall be as set forth in the Declaration of Covenants, Conditions and Restrictions for Cordoba at Lely Resort to which a copy of these Articles shall be attached as an Exhibit.

ARTICLE V
Term

The term of the Association shall be perpetual.

ARTICLE VI
Bylaws

The Bylaws of the association may be altered, amended or rescinded in the manner provided therein. These Articles shall prevail in the event of any conflict or inconsistency between the provisions of these Articles and the provisions of the Bylaws.

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 upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the Members of the Association not later than the next annual meeting.

(B) **Procedure:** Upon any amendment or amendments to these Articles being proposed by the Board or voting interests, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which property notice can be given.

(C) **Vote Required:** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting at any annual or special meeting or by approval in writing of a majority of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association.

(D) **Effective Date:** An amendment shall become effective upon filing with the Secretary of the State.

ARTICLE VIII
Directors and Officers

(A) The affairs of the association will be administered by a Board of Directors consisting 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, or if not provided in the Bylaws, then as provided by Florida Statute.

(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 meeting following the annual meeting of the Members of the association and shall serve at the pleasure of the Board.

ARTICLE IX
Initial Directors

The initial Directors of the Association shall be:

Richard Armalavage
2240 Venetian Court
Naples, FL 34109

Mark DiSabato
2240 Venetian Court
Naples, FL 34109

David Lageman
2240 Venetian Court
Naples, FL 34109

ARTICLE X
Initial Registered Office and Agent

The initial registered office of the Association shall be at 2240 Venetian Court, Naples, FL 34109. The initial registered agent at said address shall be Richard Armalavage.

ARTICLE XI
Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Officer of the Association against all expenses and liabilities, including any attorneys fees actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal proceeding) to which he/she may be a party because of his/her 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/her actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

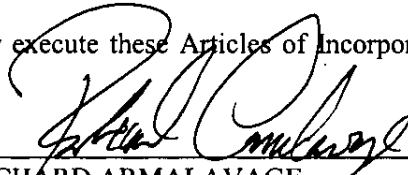
(B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.

(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 proceeding 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.

IN WITNESS WHEREOF, the incorporate does hereby execute these Articles of Incorporation this 24th day of April, 2008.



RICHARD ARMALAVAGE

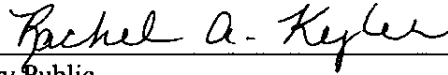
State Of Florida)
County Of Collier)

The foregoing instrument was acknowledged before me this 24 of April, 2008 by Richard Armalavage, who is personally known to me.

My Commission Expires

1/23/2011

Notary Public




RACHEL A. KYLER

ACCEPTANCE OF REGISTERED AGENT



Having been named to accept service of process for Cordoba at Lely Resort Homeowners Association, Inc., 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. Copies of all South Florida Water Management District permit actions shall be maintained by the Registered Agent for the benefit of the Association.



RICHARD ARMALAVAGE

08 APR 25 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED