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FLORIDA PROFIT/NON PROFIT CORPORATION

Azalea Grove at Lakeside Landings Association, Inc.

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ARTICLES OF INCORPORATION
OF
AZALEA GROVE AT LAKESIDE LANDINGS ASSOCIATION, INC.
A Florida Corporation Not-For-Profit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME.

The name of the corporation is AZALEA GROVE AT LAKESIDE LANDINGS ASSOCIATION, INC. (the "Association").

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the Association is 3050 N. Horseshoe Drive, Suite 105, Naples, FL 34104.

ARTICLE III.
DURATION.

Corporate existence will commence as soon as these Articles are filed with the office of the Secretary of State of Florida. The term of existence of the Association is perpetual.

ARTICLE IV.
PURPOSES.

The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and control of certain property located in Sumter County, Florida. Initially, the properties for which the Association shall have responsibilities are Parcels 1 through 44, and Tract A, Magnolia Place at Lakeside Landings, Unit Two, per plat recorded in Plat Book 10, Pages 14 through 14B, inclusive, of the Public Records of Sumter County, Florida. Said property shall be made subject to the Declaration of Covenants, Conditions, Restrictions and Easements for Azalea Grove at Lakeside Landings, which shall be

recorded in the Public Records of Sumter County, Florida (the Declaration). The Association shall have the further purpose of enforcing the covenants contained in the Declaration, as it may be amended from time to time, as well as otherwise promoting the health, safety and welfare of the Owners and residents of the property subject to the Declaration. For the purposes of these Articles and any By-Laws adopted pursuant hereto, capitalized terms shall have the meanings set forth in the Declaration.

**ARTICLE V.
POWERS.**

The Association shall have all of the statutory powers set forth in Florida Chapter 720, and all the common law and statutory powers of a corporation not-for-profit, except as expressly limited or prohibited by these Articles, or the Declaration, or Florida Chapter 720. Powers of the Association shall be subject to, and exercised in accordance with, the provisions of the laws of Florida, the Declaration, these Articles and the By-Laws. Included within the aforesaid general powers possessed by the Association are the following specific powers which are identified for the purpose of satisfying certain governmental regulations and not for the purpose of limiting the aforesaid grant of general powers:

- A. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.
- B. Own, acquire, operate or maintain the common surface water management system, for the property made subject to the Declaration.
- C. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of Lots and/or parcels, and Common Areas, consistent with the rights and duties established by the Declaration and these Articles.
- D. To establish, make levy, impose, enforce and collect all Assessments for which provision is made in the Declaration or which shall otherwise be

necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all Common Expenses.

- E. To sue and be sued; to prosecute to completion or settle any suits or other action to obtain or enforce its rights; and to defend to completion or settle any suits or other action brought against it.
- F. To employ such persons or to contract with such independent contractors or agents as shall be reasonably required or appropriate, in the reasonable judgment of the Board of Directors, in order for the Association to carry out, perform and discharge all or any part of its duties, obligations and responsibilities pursuant to the Declaration and these Articles.

ARTICLE VI. MEMBERS.

The Members of the Association are the Declarant and those persons owning Parcels or Lots within the property made subject to the Declaration. The Declaration and the By-Laws of the Association contain provisions relating to the qualifications for membership, classification of membership, if any, termination of membership, voting and other rights of Members. Every person or entity who is a record owner of a fee interest in any Lot or Parcel (as such terms are defined in the Declaration) which is subject to the Declaration shall be a Member of this Association from the date such Member acquires record title to such Lot or Parcel, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a Member.

ARTICLE VII. DIRECTORS.

The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of members determined from time to time in accordance with the By-Laws. In no event shall the Board of Directors consist of fewer than three (3) members. The method of election of the Directors of the Association is set forth in the Declaration and in the By-Laws. The initial Directors shall be:

Eric Luplow
John J. Agnelli
Antonia M. Higgs

**ARTICLE VIII.
INDEMNIFICATION.**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees reasonably incurred by, or imposed upon him, in connection with any proceeding or the settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when such Director or Officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his duties. 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 IX.
INITIAL REGISTERED AGENT AND OFFICE.**

The initial registered office of the Association shall be located at Salvatori & Wood, P.L., 4001 Tamiami Trail North, Suite 330, Naples, FL 34103. The initial Registered Agent of the Association at that address shall be C. Lane Wood.

**ARTICLE X.
INCORPORATOR.**

The name and address of the incorporator is C. Lane Wood, Esq., Salvatori & Wood, P.L., 4001 Tamiami Trail North, Suite 330, Naples, FL 34103.

**ARTICLE XI.
AMENDMENTS.**

These Articles may be amended as follows: Prior to the Turnover Date, as defined in the Declaration, the Declarant may amend these Articles, or in the alternative, the Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of the Members entitled to vote on the proposed amendment, which may be either an annual or special meeting. Written notice setting forth the proposed amendment, or a summary of the changes to be effected by the amendment, must be given to each Member entitled to vote at such meeting. Such proposed amendment must then be approved by the affirmative vote of the Owners of a majority of the Parcels.

**ARTICLE XII.
OFFICERS.**

The affairs of the Association shall be administered by officers as designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:	Eric Luplow 3050 N. Horseshoe Drive Suite 105 Naples, FL 34104
VICE PRESIDENT:	John J. Agnelli 3050 N. Horseshoe Drive Suite 105 Naples, FL 34104
SECRETARY:	Antonia Higgs 3050 N. Horseshoe Drive Suite 105 Naples, FL 34104

TREASURER:

Beverly Cook
3050 N. Horseshoe Drive
Suite 105
Naples, FL 34104


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 29th day of July, 2008.

By:


C. Lane Wood

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 29th day of July, 2008, by
C. Lane Wood, who is ☒ personally known to me, or ☐ has produced
_____ as identified (check one).


Notary Public

Print Name of Notary Public
My Commission Expires

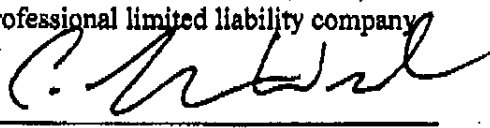


AZALEA GROVE AT LAKESIDE LANDINGS ASSOCIATION, INC.
ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

SALVATORI & WOOD, P.L., a Florida
professional limited liability company

By:


C. Lane Wood, as Manager
Registered Agent

Date: July 29, 2008

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