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THE SHOPPES AT SAN CARLOS GROVE CONDOMINIUM

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**ARTICLES OF INCORPORATION
OF
THE SHOPPES AT SAN CARLOS GROVE
CONDOMINIUM ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

Pursuant to Chapter 617, Florida Statutes, the undersigned, as the sole incorporator, hereby creates a corporation not-for-profit for the purposes set forth in these Articles of Incorporation ("**Articles**").

**ARTICLE I
NAME AND ADDRESS**

1.1 The name of the corporation, herein called the "Association", is **The Shoppes at San Carlos Grove Condominium Association, Inc.** The address of the Association is 422 SW 2nd Terrace, Suite 105, Cape Coral, Florida 33991.

**ARTICLE II
PURPOSE AND POWERS**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Shoppes at San Carlos Grove Condominium, a Commercial Condominium, located in Fort Myers, Lee County, Florida ("**Condominium**"). 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, the Declaration (as defined below) or Chapter 718, Florida Statutes, as it may hereafter be amended ("**Condominium Act**"), including, but not limited to the following:

2.1.1 To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of Assessments in the exercise of its powers and duties.

2.1.2 To protect, maintain, repair, replace and operate the Condominium Property.

2.1.3 To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its Members.

2.1.4 To reconstruct improvements after casualty and to make further improvements to the property.

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2.1.5 To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements and Association Property, and the operation of the Association.

2.1.6 To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided by the Declaration of Condominium.

2.1.7 To enforce the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws and any rules and regulations of the Association.

2.1.8 To contract for the management and maintenance of the Condominium and the Condominium Property; to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the condominium documents to be exercised by the Board of Directors or the Members of the Association.

2.1.9 To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

2.1.10 To enter into agreements, or acquire leaseholds, and other possessory or use interests in lands and/or other facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment or other use or benefit to the Owners.

2.1.11 To borrow money without limit as to amount if necessary to perform its other functions hereunder.

2.1.12 To sue and be sued and appear and defend all actions and proceedings in its corporate name.

2.2 All funds and the title to all property acquired by the Association shall be held in trust for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III MEMBERSHIP

3.1 The Members of the Association shall consist of all record Owners of legal title to one or more Units in the Condominium, as further provided in the Bylaws.

3.2 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.

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3.3 The Owners of each Unit, collectively, shall be entitled to vote in Association matters, as further 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

4.1 The term of the Association shall be perpetual.

ARTICLE V BYLAWS

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

ARTICLE VI DIRECTORS AND OFFICERS

6.1 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. In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) Directors.

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association, and who shall be elected. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

<u>Name</u>	<u>Address</u>
Norman C. Burke	422 SW 2 nd Terrace, Suite 105 Cape Coral, FL 33991
James D. Allen, Jr.	422 SW 2 nd Terrace, Suite 105 Cape Coral, FL 33991
Marvin Clark	422 SW 2 nd Terrace, Suite 105 Cape Coral, FL 33991

6.2 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.

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6.3 The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	Norman C. Burke
Vice President	James D. Allen, Jr.
Secretary/Treasurer	Marvin Clark

ARTICLE VII AMENDMENTS

7.1 Amendments to these Articles shall be proposed and adopted in the following manner:

7.1.1 Prior to the recording of the Declaration of Condominium of The Shoppes at San Carlos Grove Condominium, a Commercial Condominium ("Declaration"), in the Public Records of Lee County, Florida, these Articles may be amended by an instrument in writing signed by the President (or Vice President) and the Secretary (or an Assistant Secretary) and filed with the Secretary of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of these Articles as restated to include such amendments and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article VII is intended to comply with Chapter 617, Florida Statutes.

7.1.2 After the recording of the Declaration in the Public Records of Lee County, Florida, these Articles may be amended in the following manner:

7.1.2.1 Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition of the Owners representing

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no less than two-thirds (2/3) of the Voting Interests (as defined in the Declaration) by instrument, in writing, signed by them.

7.1.2.2 Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or 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.

7.1.2.3 Vote Required. Except as otherwise required for by Florida law, these Articles may be amended by vote of a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that notice contains the full text of the proposed amendment.

7.1.2.4 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 REGISTERED AGENT

8.1 The initial registered office of the Association shall be at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the initial registered agent at said address shall be Goodlette, Coleman, Johnson, Yovanovich & Koester, P.A.

ARTICLE IX INDEMNIFICATION

9.1 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 attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, 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 provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. 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:

9.1.1 Gross negligence or willful misconduct in office by any Director or officer.

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9.1.2 Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

9.2 To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (9.1.1) or subsection (9.1.2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

9.3 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 X DEFINITIONS

10.1 All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

WHEREFORE, Norman C. Burke, as the sole incorporator, has caused these presents to be executed this 10th day of April, 2009.


Norman C. Burke

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

Goodlette, Coleman, Johnson,
Yovanovitch & Koester, P.A.

By: 

Craig D. Grider

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