

N09000007053

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

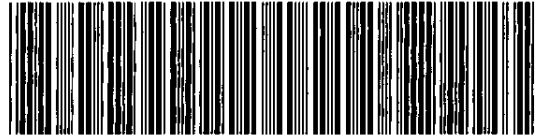
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300158536063

07/20/09--01049--003 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2:29 JUL 20 '09 P 1: 00

FILED

JUL 21 2009  
D.A. WHITE

MICHAEL A. BAVIELLO, JR., P.A.  
ATTORNEY AT LAW

July 16, 2009

VIA UPS NEXT DAY AIR

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **EVERGLADES ISLE MASTER ASSOCIATION, INC.**  
Our File No.: 07-1489

Dear Mr. Secretary:

This law firm represents the above-referenced not-for-profit corporation to be formed in the State of Florida. We enclose the original Articles of Incorporation along with this law firm's check No. 9446 in the amount of \$78.75 which represents the following filing fees:

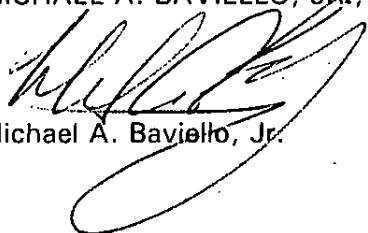
1.	Articles of Incorporation	\$ 35.00
2.	Registered Agent Designation	35.00
3.	Certified Copy	8.75
Total		<u>\$ 78.75</u>

We respectfully request that you deliver the Certified Copy of the Articles of Incorporation along with any other documents to this law firm at the address below.

If you have any questions, please contact the undersigned directly.

Very truly yours,

MICHAEL A. BAVIELLO, JR., P.A.

  
Michael A. Baviello, Jr.

MAB/jlk  
Enclosures  
07-1489/ltr-07162009-state-transmittal-articles.wpd

**FILED**

2009 JUL 20 P 14:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**EVERGLADES ISLE MASTER ASSOCIATION, INC.**

**TABLE OF CONTENTS  
FOR  
ARTICLES OF INCORPORATION  
OF  
EVERGLADES ISLE MASTER ASSOCIATION, INC.**

**FILED**

1999 JUL 20 P 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<b>PREAMBLE</b> .....	<u>-1-</u>
<b>ARTICLE I</b> .....	<u>-1-</u>
Name and Principal Office .....	<u>-1-</u>
<b>ARTICLE II</b> .....	<u>-1-</u>
Purpose and Power .....	<u>-1-</u>
<b>ARTICLE III</b> .....	<u>-2-</u>
Membership .....	<u>-2-</u>
1. <u>Members.</u> .....	<u>-2-</u>
2. <u>No Assignment.</u> .....	<u>-2-</u>
3. <u>Members Voting Rights.</u> .....	<u>-3-</u>
<b>ARTICLE IV</b> .....	<u>-3-</u>
Term. ....	<u>-3-</u>
<b>ARTICLE V</b> .....	<u>-3-</u>
Directors .....	<u>-3-</u>
1. <u>Number of Directors.</u> .....	<u>-3-</u>
2. <u>Election of Directors</u> .....	<u>-3-</u>
3. <u>Removal and Vacancies.</u> .....	<u>-3-</u>
4. <u>Initial Directors.</u> .....	<u>-3-</u>
<b>ARTICLE VI</b> .....	<u>-3-</u>
Officers. ....	<u>-3-</u>
<b>ARTICLE VII</b> .....	<u>-4-</u>
Indemnification. ....	<u>-4-</u>
<b>ARTICLE VIII</b> .....	<u>-4-</u>
Bylaws. ....	<u>-4-</u>
<b>ARTICLE IX</b> .....	<u>-4-</u>
Amendments. ....	<u>-4-</u>
1. <u>Proposal.</u> .....	<u>-4-</u>
2. <u>Procedure.</u> .....	<u>-4-</u>
3. <u>Voting Required.</u> .....	<u>-4-</u>
4. <u>Effective Date.</u> .....	<u>-5-</u>
<b>ARTICLE X</b> .....	<u>-5-</u>
Incorporator. ....	<u>-5-</u>

**FILED**

**ARTICLE XI** ..... -5-  
Initial Registered Office Address and Name of Initial Registered Agent..... -5-

2009 JUL 20 P 4:00

**ARTICLE XIII** ..... -5-  
Dissolution..... -5-

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE** ..... -6-

**FILED**

**ARTICLES OF INCORPORATION  
OF  
EVERGLADES ISLE MASTER ASSOCIATION, INC.**

2009 JUL 20 P 4: 00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PREAMBLE**

Pursuant to Chapter 617, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purposes of forming a Corporation under the Florida Not-For-Profit Business Corporate Acts.

**ARTICLE I**

Name and Principal Office. The name of the corporation is Everglades Isle Master Association, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Master Association"); and the street address of the initial principal office of the Master Association is 803 North Collier Avenue, Everglades City, Florida 34139.

**ARTICLE II**

Purpose and Power. The Master Association is organized for the purpose of providing a homeowners' association entity pursuant to Section 720.301, Florida Statutes (2008), to act as a homeowners' association for the operation of Everglades Isle Motor Coach Resort and Marina (also known as "Everglades Isle") (the "Properties") located in Collier County, Florida. The Master Association is organized and shall exist as a not-for-profit corporation on a non-stock basis under the laws of Florida, and no portion of any earnings of the Master Association shall be distributed or inure to the private benefit of any members, Director or Officer. For the accomplishment of its purposes, the Master Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation under Chapter 617, Florida Statutes, and of a homeowners' association under Chapter 720, Florida Statutes, except as expressly limited or modified by the Governing Documents and it shall have all of the powers and duties reasonably necessary to operate the Properties pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

1. To make and collect assessments against members of the Master Association to defray the costs, expenses and losses of the Master Association, and to use the funds in the exercise of its powers and duties.
2. To protect, maintain, repair, replace and operate the Master Association property.
3. To purchase insurance for the protection of the Master Association and its members.
4. To repair and reconstruct improvements after casualty, and to make further improvements to the Master Association property.
5. To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.
6. To approve or disapprove the transfer, leasing and occupancy of Units as provided in the Declaration.

7. To enforce the provisions of the laws of Florida that are applicable to the Properties, and the Governing Documents.
8. To contract for the management and maintenance of the Properties and the Master Association property, and any property or easements and related improvements that are dedicated to the Master Association by plat, and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Master Association.
9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties.
10. To borrow money as necessary to perform its other functions hereunder.
11. To grant, modify or move any easement.
12. To acquire, own, lease and dispose of any real and personal property.
13. To sue and be sued.
14. To maintain and operate the surface water management system.

All funds and the title to all property acquired by the Master Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution or final liquidation of the Master Association, the responsibility for the operation and maintenance of the Properties, including any property or easements and related improvements that are dedicated to the Master Association by plat, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area and dissolution of the Master Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class B membership.

### ARTICLE III

#### Membership

1. **Members.** The members of the Master Association shall be record owner of a fee simple interest in one or more Units, said Units consisting of the sixty-one (61) motor coach lots and the twelve (12) boat slips, said boat slips being located in Tract "J" of Everglades Isle Replat. Class A members of the Master Association are all owners other than the Developer. The Class B member is the Developer as further provided in the Declaration and the Bylaws.
2. **No Assignment.** The share of a member in the funds and assets of the Master Association can not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's unit, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.

3. Members Voting Rights. Except as otherwise provided in the Declaration and Bylaws with respect to Class B Members, the owners of each Unit, collectively, shall be entitled to one vote in Master Association matters. The manner of exercising voting rights shall be set forth in the Declaration and the Bylaws.

#### ARTICLE IV

Term. The Master Association shall have perpetual existence, unless sooner terminated as set forth in the Declaration.

#### ARTICLE V

##### Directors

1. Number of Directors. The affairs of the Master Association shall be administered by a Board 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.
2. Election of Directors. Directors of the Master Association shall initially be appointed by and shall serve at the pleasure of the Developer. The Developer shall be entitled to designate member and/or non-member directors to the maximum extent permitted by the Florida law. Following transition, directors shall be elected by the members in accordance with the Bylaws.
3. Removal and Vacancies. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws; however, any director appointed by the Developer may only be removed by the Developer, and any vacancy on the Board shall be filled by the Developer if, at the time such vacancy is to be filled, the number of remaining directors appointed by the Developer is less than the maximum number of directors which may, at that time, be appointed by the Developer as set forth by the Bylaws.
4. Initial Directors. The names and address of the members of the initial Board of Directors are as follows:

Mark L. Connolly	800 Seagate Drive #204	Naples, FL 34103
J. Wray Connolly, Jr.	109 Kaula Lane	Bonita Springs, FL 34134
John L. Bruce	P.O. Box 5010	Everglades City, FL 34139

#### ARTICLE VI

Officers. The business of the Master Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The Initial Officers are as follows:

Mark L. Connolly	President
J. Wray Connolly, Jr.	Vice President
John L. Bruce	Vice President
Shirley B. Connolly	Secretary



Mark L. Connolly.

Treasurer

#### ARTICLE VII

Indemnification. To the fullest extent permitted by Florida law, the Master Association shall indemnify and hold harmless every Director and every officer of the Master Association against all expenses and liabilities, including attorney fees, actually or reasonably incurred by or imposed on him in connection 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 Master 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 Master Association, in a proceeding by or in the right of the Master 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..

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.

#### ARTICLE VIII

Bylaws. The Initial Bylaws shall be adopted by the Developer or initial Board, and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE IX

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

1. Proposal. Amendments to these Articles may be proposed by a majority of the Board or, after the Turnover Date, by written petition to the Board, signed by the Neighborhood Voting Representatives representing at least 1/4 of the Units.
2. Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
3. Voting Required. Prior to the Turnover Date; amendments shall be adopted by a majority vote of the Board of Directors. Subsequent to the Turnover Date, a proposed amendment shall be adopted if it is approved by the Neighborhood Voting Representatives representing at least 4/5 of the Class A Members at any annual or special meeting called for that purpose. As long as the Developer owns a Unit, an amendment to the Articles of Incorporation shall not be effective without the prior written consent of the Developer, which consent may be denied in Developer's discretion; provided further, that regardless of whether Developer owns a Unit, no amendment

shall be effective if it affect the Developer's rights or alters any provision made for the Developer's benefit. Amendments to these Articles requires prior written approval of HUD/VA as long as there is a Class B membership. In the event that the Developer and/or Board of Directors determine that voting will be undertaken by Voting Groups, then an amendment that applies solely to that Voting Group must be approved by the Neighborhood Voting Representative representing 4/5 of the Class A Members for that particular Voting Group.

4. Effective Date. An amendment shall become effective upon filing an Article of Amendment with the Secretary of State and executing Certificate of Amendment, with all the formalities of a deed, and recording the executed Certificate of Amendment in the Public Records of Collier County, Florida.

#### ARTICLE X

Incorporator. The name and street address of the Incorporator is:

Michael A. Baviello, Jr., Esquire  
800 Seagate Drive, Suite 204  
Naples, Florida 34103

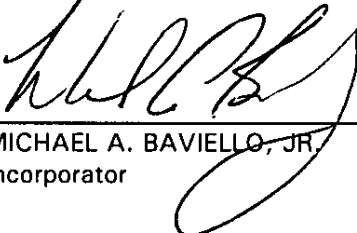
#### ARTICLE XI

Initial Registered Office Address and Name of Initial Registered Agent. The street address of the initial registered office of the Master Association is 800 Seagate Drive Suite 204, Naples, 34103. The initial registered agent of the Master Association at that address is Michael A. Baviello Jr, Esquire.

#### ARTICLE XIII

Dissolution. The Master Association may be dissolved upon as provided under Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on this 16<sup>th</sup> day of July, 2009.

  
\_\_\_\_\_  
MICHAEL A. BAVIELLO, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 16 day of July, 2009, by Michael A. Baviello, Jr., who is:

(CHECK ONE):  personally known to me, or  
( ) who has produced \_\_\_\_\_ as identification.



Jamie Lee Kelenski  
Sign above  
Print Name: Jamie L. Kelenski  
NOTARY PUBLIC, State of Florida at Large  
My Commission number is:  
My Commission expires:

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for EVERGLADES ISLE MASTER ASSOCIATION, INC. at the place designated in the Articles of Incorporation, accept the appointment as registered agent and agree to act 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.

Date: July 16<sup>th</sup>, 2009

[Signature]  
MICHAEL A. BAVIELLO, JR.  
as Registered Agent

Articles of Incorporation- Master-v07162009.wpd

2009 JUL 20 P 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**