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## FLORIDA PROFIT/NON PROFIT CORPORATION

SOMERDALE HOMEOWNER'S ASSOCIATION, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
FOR  
SOMERDALE HOMEOWNER'S ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapters 617 and 720, Florida Statutes, the undersigned who is of full age, does hereby certify:

**ARTICLE I**

The name of the corporation is SOMERDALE HOMEOWNER'S ASSOCIATION, INC.

The office of the association is located at 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103.

The name and address of the Registered Agent is Mark J. Woodward, 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103.

The terms used in these Articles shall have the definitions as provided in the Restrictions, Limitations and Conditions for Somerdale (The "Homeowner's Covenants").

**ARTICLE II**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Homeowner's Association does not contemplate pecuniary gain or profit to the members thereof; and the specific purposes for which it is formed are to provide for maintenance and preservation of the Apartments, and common property (Lot 4 of Somerdale subdivision) (the "Common Areas") within that certain tract of property located in Collier County, Florida, known as "SOMMERDALE" according to the plat thereof recorded in Plat Book 14, Page 26, in the Public Records of Collier County, Florida, pursuant to the provisions of the Homeowner's Covenants, and to promote the betterment of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Homeowner's Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Homeowner's Association as set forth in the Homeowner's Covenants applicable to the property, recorded July 1, 1986 at O.R. Book 1283, Page 1660, in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Homeowner's Covenants being incorporated herein by reference as if set forth as length;

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B. Operate, maintain repair and where necessary improve the Common Areas, including but not limited to, all water management facilities existing, from time to time, and all easements reserved for drainage related purposes.

C. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Homeowner's Covenants; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Homeowner's Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Homeowner's Association;

D. 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 Homeowner's Association;

E. Borrow money, and with the consent of one hundred percent (100%) of the members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. 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;

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

H. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Owners of the Property.

I. Enter into contracts for operational and maintenance services for the Common Areas and the management of the Homeowner's Association.

### ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of an Apartment in SOMERDALE shall be a member of the Homeowner's Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Apartment which is subject to assessment by the Homeowner's Association.

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ARTICLE IV  
VOTING RIGHTS

The Association shall have voting interests as follows:

All members shall be all of those owners of an Apartment subject to the Homeowner's Covenants. Each Member shall have one (1) vote for each Apartment owned by a Member.

The Bylaws may establish procedures for voting when title to a unit is held in the name of a corporation or more than one (1) person or entity.

ARTICLE V  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) members who shall be selected as provided in Section 2 of the Homeowner's Covenants. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Terrence O'Donnell

76 Bedford St., Suite 38  
Lexington, MA 02420

Helena Dinger

13455 Bethany Road  
Alpharetta, GA 30004

Mary Nieporte

195 4<sup>th</sup> Street North  
Naples, Florida 34102

ARTICLE VI  
INDEMNIFICATION

The Homeowner's Association shall indemnify every director and every officer of the Homeowner's Association against all expenses and liabilities including attorney's fees, actually and 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 Homeowner's Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Homeowner's Association. The foregoing right of indemnification shall not apply to:

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A. Gross negligence or willful misconduct in office by any director or officer.

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

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 VII DURATION

The corporation shall exist perpetually.

#### ARTICLE VIII AMENDMENTS

Amendments of these Articles shall require the consent of two-thirds (2/3) of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Village Association or the members as provided in the Homeowner's Covenants. Amendments to the Bylaws may be made at a regular or special meeting of the members or by a vote of a majority of a quorum of the voting representatives present in person.

#### ARTICLE IX NOT FOR PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, directors or officers.

#### ARTICLE X OFFICERS

Officers shall be elected at annual meetings of the Homeowner's Association. The officers shall consist of a President, Vice President and Secretary/Treasurer.

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ARTICLE XI  
INCORPORATORS

The name and address of the incorporator is:

Terrence O'Donnell  
76 Bedford Street, Suite 38  
Lexington, MA 02420

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association, has executed these Articles of Incorporation this 28<sup>th</sup> day of October, 2009.

Terrence O'Donnell

Terrence O'Donnell

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 2009, by Terrence O'Donnell, who is personally known to me.

Noel A. Hollister



Print Name: \_\_\_\_\_  
Notary Public  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

(SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SOMERDALE HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Collier, State of Florida, has named Mark Woodward, 3200 Tamiami Trail North, Suite

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200, Naples, Florida 34103, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Mark J. Woodward

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TALLAHASSEE, FLORIDA

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