

N1300001144

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000271347 3)))



H130002713473ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : PORTER, WRIGHT, MORRIS & ARTHUR
Account Number : 102233003533
Phone : (614) 227-1936
Fax Number : (239) 593-2990

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

13 DEC 16 AM 9:41

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED
13 DEC 16 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
The Village of Naples Bay Homeowners' Association, I

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

MD 12/17

From: 552@porterwright.com

239 569 2990

12/16/2013 12:31

#599 P.003/009

12/16/2013 11:18 IFAX nap-fax@porterwright.com
850-617-6381

12/16/2013 10:20:45 AM

PAGE

1/001 TRANSFER EMAIL 001/001
Fax Server



December 16, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PORTER, WRIGHT, MORRIS & ARTHUR

SUBJECT: THE VILLAGE OF NAPLES BAY HOMEOWNERS' ASSOCIATION, INC.
REF: W13000068476

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

FAX Aud. #: H13000271347
Letter Number: 613A00028471

13 DEC 16 AM 9:41
CLERK OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
THE VILLAGE OF NAPLES BAY HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

The name of the corporation is "THE VILLAGE OF NAPLES BAY HOMEOWNERS' ASSOCIATION, INC." a not-for-profit corporation (the "Village" or the "Association").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation is located at 2055 Trade Center Way, Naples, FL 34109.

ARTICLE III

PURPOSE AND POWERS: The Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or directors. This is a corporation not-for-profit organized on a non-stock basis for the purpose of establishing a residential neighborhood homeowners' association that will, subject to a Declaration of Covenants, Conditions, and Restrictions to be recorded in the Public Records of Collier County, Florida, (the "Declaration") have the powers described herein. The Association will have all of the common law and statutory powers of a Florida corporation not-for-profit consistent with these Articles and with the Declaration; and will have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- A. Fix, levy, collect, and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes, or governmental charges.
- B. Enforce any and all covenants, conditions, restrictions, and agreements applicable to the residential neighborhood known as The Village of Naples Bay.
- C. 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 Association.

- D. Borrow money, and mortgage, pledge, deed of trust, or hypothecate any or all of its real or personal property as security.
- E. Dedicate, sell, or transfer all or any part of the Neighborhood 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.
- F. Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.
- G. 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 must have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.
- H. Assist, and work cooperatively with, any property management company or similar entity hired by the Association in the administration and enforcement of the Declaration, as amended from time to time.
- I. Exercise any and all powers, rights, and privileges that a corporate homeowners association organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting rights will be as set forth in the Declaration and the Bylaws.

ARTICLE V

TERM: The term of the Association is to be perpetual.

ARTICLE VI

BY-LAWS: The Bylaws of the Association may only be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles must be proposed and adopted in the following manner:

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, will then be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment will then be forwarded to the Secretary of State of the State of Florida and filed and will become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- A. 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, and in the absence of such determination will consist of three (3) Directors.
- B. Directors, other than the Initial Directors, are to be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors must only be filled in the manner provided by the Bylaws.
- C. The business of the Association is to be conducted by the Initial Directors designated herein, and the subsequent directors, elected as provided for in the Bylaws. The officers, other than the Initial Officers designated herein, will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and serve thereafter at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS AND OFFICERS: The initial Directors and Officers of the Association, whose business address is that of the Association, are:

Antonio B. Brown	Director/President
John M. Blaine	Director/Vice President
Galya E. Brown	Director/Treasurer & Secretary

ARTICLE X

INITIAL REGISTERED AGENT: The initial registered office of the Association will be at: 9132 Strada Place, Third Floor, Naples, Florida 34108, and the initial registered agent at said address will be Patrick G. White, Esq.

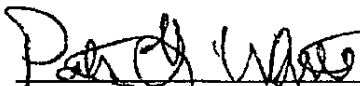
ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association will indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such 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 will 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 interests 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 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.
- D. Recklessness, or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety, or property, in an action by or in the right of someone other than the association or a member.
- E. 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 will not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification are in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE the Incorporator has caused these presents to be executed this 13th day of December, 2013.



Patrick G. White, Incorporator
9132 Strada Place, Third Floor
Naples, Florida 34108

STATE OF FLORIDA

COUNTY OF COLLIER

Acknowledged before me this 13th day of December, 2013 by
Patrick H. White, who is personally know to me or did
produce _____ as identification.

Sharon M. Barnes

Notary Public (SEAL)

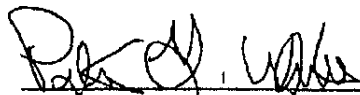
Print Name: SHARON M. BARNES



FILED
13 DEC 16 AM 9:41
COUNTY OF COLLIER
FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Village of Naples Bay 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.



Patrick G. White

FILED
13 DEC 16 AM 9:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

NAPLES#23367v.<UNDEFINED>