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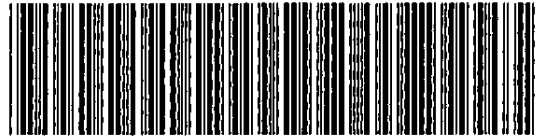
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 392834 7103152

AUTHORIZATION :

COST LIMIT : \$70.00

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ORDER DATE : November 25, 2014

ORDER TIME : 3:29 PM

ORDER NO. : 392834-005

CUSTOMER NO: 7103152

DOMESTIC FILING

NAME: THE RESIDENCES AT 382 BUILDING
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
THE RESIDENCES AT 382 BUILDING CONDOMINIUM ASSOCIATION, INC.**

(a Florida not-for-profit corporation)

The undersigned by these Articles associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

- 1.1. The name of the corporation shall be **The Residences at 382 Building Condominium Association, Inc.**, whose principal business address is **400 5th Avenue South, Ste. 20, Naples, Florida 34102**, and whose **mailing address is P.O. Box 1309, Naples, Florida 34106**. For convenience, the corporation shall be referred to herein as the "Association".

**ARTICLE II
PURPOSE**

- 2.1. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation of The Residences at 382 Building, a Condominium (the "Condominium"), being a residential air-space condominium located in the City of Naples, Collier County, Florida.
- 2.2. The Association is organized and shall exist on 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.

**ARTICLE III
POWERS**

- 3.1. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration of Condominium of 382 Building, a Mixed-Use Condominium (the "Declaration"), or the Condominium Act, as the foregoing may hereafter be amended from time to time, including but not limited to, the following:
- 3.1.1. To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration, the Condominium Act, these Articles of Incorporation (these "Articles"), the bylaws of the Association (the "Bylaws"), and any rules and regulations of the Association, as the foregoing may be amended from time to time.
- 3.1.2. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey, or otherwise deal with the property and improvements of every nature or kind constituting the Condominium Property (as defined in the Declaration).
- 3.1.3. To fix, establish, levy and collect assessments against members of the Association as contemplated by the Declaration to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.

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- 3.1.4. To operate, without pecuniary profit, for the benefit of its members in accordance with the Declaration, as amended from time to time.
- 3.1.5. To pay all taxes and other assessments which are liens against the Association or Condominium Property.
- 3.1.6. To make, amend, and enforce reasonable rules and regulations governing the use and operation of the Condominium Property and the operation of the Association.
- 3.1.7. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- 3.1.8. To contract for the management and maintenance of the Condominium and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or the Condominium Act, to be exercised by the Board of Directors or the membership of the Association.
- 3.1.9. To purchase insurance upon the Condominium property and Association property for the protection of the Association and its members.
- 3.1.10. To reconstruct improvements after casualty and to make further improvements of the Condominium Property.
- 3.1.11. To employ and/or engage accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association and Condominium.
- 3.1.12. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance, or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- 3.1.13. To acquire title to property or otherwise hold, convey, lease, and mortgage Association Property (as defined in the Declaration) for the use and benefit of its members.
- 3.1.14. To approve or disapprove the transfer of ownership, leasing, and occupancy of units within the Condominium ("Units"), as provided in the Declaration.
- 3.2. All funds and title to all Association Property shall be held for the benefit of the members of the Association in accordance with the provisions of the Condominium Act, Declaration, these Articles of Incorporation, and the Bylaws, as the foregoing are amended from time to time.
- 3.3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and Bylaws.

ARTICLE IV
MEMBERSHIP

- 4.1. The members of the Association shall consist of all record owners of a fee simple interest in one or more Units ("Unit Owners"), as further provided in the Declaration and Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a Unit which is subject to assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties, and privileges shall be as set forth in these Articles, the Bylaws, and the Declaration, as the same are amended from time to time.
- 4.2. Upon termination of the Condominium, the members of the Association shall consist of those persons or entities, and their successors and assigns, who are members of the Association at the time of such termination.
- 4.3. After receiving approval of the Association, if required by the Declaration, change of membership in the Association shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing a record title to a Unit in the Condominium. Upon the delivery and the Association's approval of such instrument, a new Unit Owner thus becomes a member of the Association and the membership of the prior owner is terminated.
- 4.4. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to a Unit.
- 4.5. Each Unit Owner shall be entitled to not less than one (1) vote as a member of the Association. The exact number of votes to be cast by Unit Owners and the manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE V
BOARD OF DIRECTORS

- 5.1. The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws, but in no event not less than three (3) directors, and in the absence of such determination, shall consist of three (3) directors.
- 5.2. Directors of the Association shall be elected at the annual meeting of 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.
- 5.3. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until otherwise removed, are as follows:

Adam Smith
975 6th Avenue South, Ste. 200
Naples, Florida 34102

Andrew Smith
975 6th Avenue South, Ste. 200
Naples, Florida 34102

William Van Meter
975 6th Avenue South, Ste. 200
Naples, Florida 34102

ARTICLE VI
OFFICERS

- 6.1. The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be appointed by the Board of Directors at its first meeting following the annual meeting of the members of the Association 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

Adam Smith
975 6th Avenue South, Ste. 200
Naples, Florida 34102

Treasurer & Secretary

William Van Meter
975 6th Avenue South, Ste. 200
Naples, Florida 34102

ARTICLE VII
INDEMNIFICATION

- 7.1. 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 attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved:
- 7.1.1. 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.
 - 7.1.2. A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
 - 7.1.3. A transaction from which the director or officer derived an improper personal benefit.
 - 7.1.4. Wrongful conduct by directors or officers appointed by the Declarant (as defined in the Declaration), in a proceeding brought by or on behalf of the Association.
- 7.2. In the event of a settlement, the right to indemnification shall not apply unless the Board approves such settlement as being in the best interests of the Association. 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

- 8.1. The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by three fourths (3/4ths) of the Voting Interests (as defined in the Declaration).

ARTICLE IX
AMENDMENTS

9.1. Amendments to these Articles may be amended from time to time by resolution adopted by a majority of the members of the Board and approved by a vote of members holding a majority of the Voting, subject to the following restrictions:

9.1.1. Upon any amendment or amendments to these Articles being proposed by the Board of Directors or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the members of the Association not later than the next annual meeting for which proper notice can be given. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

9.1.2. Except as otherwise required by Florida law, and subject to Section 9.1.5, below, these Articles of Incorporation may be amended by an affirmative vote of not less than seventy-five percent (75%) of the Voting Interests, without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

9.1.3. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a member vested in the member under a deed or other recorded instrument applicable to the Unit owned by such member unless made in accordance with provisions of such deed of instrument.

9.1.4. No amendment shall conflict with the Declaration, as amended from time to time.

9.1.5. Notwithstanding anything contained herein to the contrary, so long as Declarant is entitled to elect a majority of the members of the Board of Directors, Declarant shall have the right to amend these Articles without the consent or joinder of any other Unit Owner or any mortgagee of a Unit. In addition, no amendment which would in any way adversely affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Declarant unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint members of the Board of Directors.

9.1.6. After turnover of control of the Association to members other than the Declarant, no amendment shall change the qualifications for membership or in the Voting Interests of members without approval by all the members of the Association. Prior to the closing of the sale of all Units, no amendment shall in any way adversely affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint members of the Board of Directors.

ARTICLE X
TERM

10.1. The term of the Association shall be perpetual.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

11.1. The name of the registered agent and the address for the registered office of the Association shall be:

Matthew L. Grabinski
Coleman, Yovanovich & Koester, P.A.
The Northern Trust Bank Building
4001 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE XII
INCORPORATOR

The name and address of the incorporator of the Association is:

Adam Smith
975 6th Avenue South, Ste. 200
Naples, Florida 34102

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IN WITNESS WHEREOF, the incorporator has affixed his signature on these Articles this 20th day of November, 2014.

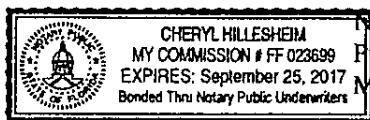


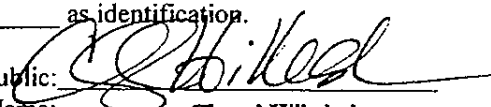
Adam Smith

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of November, 2014, by Adam Smith. He is ☒ personally known to me or ☐ produced _____ as identification.

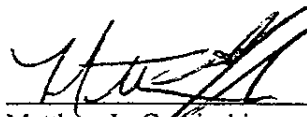
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Notary Public: 
Printed Name: Cheryl Hillesheim
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated 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.



Matthew L. Grabinski