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Via Federal Express Priority Overnight

January 8, 2016

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

To Whom It May Concern,

This letter will serve as our request to file the attached Articles of Incorporation creating the Miromar Golf Villas Homeowners' Association, Inc.

Please return the filed copy of the Articles of Incorporation to my attention as soon as possible, using the FedEx label/envelope provided.

Should you have any questions regarding this request, please do not hesitate to contact me.

Sincerely,

Jamie L. Wilson
Legal Assistant to Mark W. Geschwendt

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Miromar Golf Villas Homeowners' Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ $70.00 Filing Fee	☒ $78.75 Filing Fee & Certificate of Status	☐ $78.75 Filing Fee & Certified Copy	☐ $87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark W. Geschwendt
Name (Printed or typed)

10801 Corkscrew Road, Suite 305
Address

Estero, Florida 33928
City, State & Zip

239-390-5302
Daytime Telephone number

MGeschwendt@miromar.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

For The

MIROMAR GOLF VILLAS HOMEOWNERS' ASSOCIATION, INC.

The undersigned submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statues, and certifies as follows:

ARTICLE I
Corporate Name

The name of the corporation is Miromar Golf Villas Homeowners' Association, Inc., ("Association").

ARTICLE II
Address

The initial mailing address of the Association will be 10801 Corkscrew Road, Suite 305, Estero, Florida 33928. The principal office of the Association will be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the Members (as defined in the Declaration) and will make no distribution of income to its Members, directors or officers. The specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the Declaration of Covenants, Conditions and Restrictions for Villa d'Este Neighborhood, ("Declaration") according to the provisions of the Declaration and to promote the health, safety and welfare of the residents within the Villa d'Este Neighborhood and any additions to it as may be brought within the jurisdiction of the Association for this purpose.

The Association will have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not-for-profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association.

FILED

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Lee County, Florida and as the same may be amended from time to time. The Declaration is incorporated into these articles by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, included, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members or Villa Site Owners (as defined in the Declaration);

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant to them;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To 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.

ARTICLE IV
Membership

Section 1. Membership Generally: No person except an Owner or a Declarant, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Declarant regardless of whether a Declarant is also an Owner; will be either Class A or Class B Members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a Villa Site that is subject to assessment under the Declaration, except Declarant, will be a Class A

Member of the Association. Each Class A membership will be appurtenant to a Villa Site and will be transferred automatically by a conveyance of record title to such Villa Site. An Owner of more than one Villa Site is entitled to one Class A membership for each Villa Site to which such Owner holds record title. If more than one person holds an interest in any Villa Site, all such persons will be Members; provided however, that only one vote will be cast with respect to any one Villa Site. No person other than an Owner may be a Class A Member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the Villa Site to which it is appurtenant.

Section 3. Class B Membership: The Declarant will be a Class B Member of the Association. The Class B membership will terminate and be converted to a Class A membership upon the happening of either of the following, whichever occurs first:

(a) The total votes outstanding in Class A membership equals one hundred percent (100%) of the total votes outstanding of Class A and Class B membership combined; or

(b) At Turnover, as defined in the Declaration.

Upon termination of Class B membership, all provision of the Declaration, Articles, or By-Laws referring to Class B membership will be without further force or effect.

ARTICLE V
Voting Rights

Section 1. Class A Voting: All Class A Members will be entitled to one (1) vote for each Villa Site owned. If more than one (1) person holds record title to a Villa Site, there will be only one vote cast with respect to such Villa Site, exercised as the Owners determine among themselves.

Section 2. Class B Voting: The Class B Member will be entitled to one (1) vote for each Villa Site owned. In addition, until such time as the Class B membership is converted to Class A membership, the Class B membership will have a right of veto on all issues coming before the membership for a vote.

ARTICLE VI
Board of Directors

The affairs of the Association will be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

	Name	Address
1.	Rich Pomeroy	10801 Corkscrew Road, Suite 305 Estero, Florida 33928
2.	Lori Sharp	10801 Corkscrew Road, Suite 305 Estero, Florida 33928
3.	Michael Fabian	18061 Miromar Lakes Parkway, Miromar Lakes, Florida 33913

ARTICLE VII
Officers

The affairs of the Association will 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 will 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 and addresses of the Officers who will serve until their successors are elected or designated by the Board of Directors are as follows:

1.	President:	Rich Pomeroy 10801 Corkscrew Road, Suite 305 Estero, Florida 33928
2.	Vice President:	Lori Sharp 10801 Corkscrew Road, Suite 305 Estero, Florida 33928
3.	Secretary/Treasurer	Michael Fabian 18061 Miromar Lakes Parkway Miromar Lakes, Florida 33913

ARTICLE VIII
Indemnification

Every Director and every Officer of the Association, and every Member of the Association serving the Association at its request, will be indemnified by the Association against all expenses and liabilities, including reasonable attorney fees and costs, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or Member serving the Association at the time such expenses or liabilities are incurred except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the

performance of his duties; provided that in the event of a settlement before entry of judgment, indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Member serving the Association may be entitled.

ARTICLE IX
By-Laws

The By-Laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded, at a called regular or special meeting of the Members, by an affirmative vote of a majority of all the Members present in person or by proxy.

ARTICLE X
Declaration

The Association may be dissolved upon written assent signed by Members holding not less than one hundred percent (100%) of the total number of votes of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association will be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets will be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XI
Term

The term of the Association will be perpetual.

ARTICLE XII
Amendments

Amendments to the Articles of Incorporation will be proposed and adopted in the following manner:

Section 1: Notice: Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2: Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association, directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the

Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association. Notwithstanding anything contained herein to the contrary, prior to Turnover, amendments to these Articles of Incorporation will only require a majority vote of the Board of Directors.

Section 3: Limit on Amendments: No amendment will make any changes in the qualifications for membership, or in the voting rights of Members, without approval in writing by all Members.

Section 4: Certification: A copy of each amendment will be certified by the Secretary of the State.

ARTICLE XIII
General

Unless otherwise defined in these Articles of Incorporation, defined terms contained in these Articles, as indicated by initial capitalization, will have the meaning ascribed to them in the Declaration and By-Laws. Any conflict between these Articles and the By-Laws will be governed by such By-Laws.

ARTICLE XIV
Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follow:

Robert B. Roop, Executive Vice President
Miromar Development Corporation
10801 Corkscrew Road
Suite 305
Estero, Florida 33928

ARTICLE XV
Registered Office and Agent

The street address of the initial registered office of the corporation is 10801 Corkscrew Road, Suite 305, Estero, Florida 33928, and the name of the initial registered agent of the corporation at that address is Mark W. Geschwendt.

The Incorporator has executed these Articles of Incorporation on the 7th day of Jan., 2016.

Robert B. Roop, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me, this 7th day of January, 2016, by Robert B. Roop, Incorporator of the Miromar Golf Villas Homeowners' Association, Inc.

NOTARY PUBLIC
My Commission Expires: September 24, 2018

JAMIE L. WILSON
Notary Public - State of Florida
My Comm. Expires Sep 24, 2018
Commission # FF 162864
Bonded through National Notary Assn.