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ARTICLES OF INCORPORATION

FOR

THE CLUB AT GENOVA, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation, herein called the "Association", is The Club at Genova, Inc., (sometimes referred to as "The Club") and the corporate office address 9510 Corkscrew Palms Circle, #1, Estero, FL 33928 .

Terms used herein shall have the definitions as provided in the Declaration of Covenants, Conditions and Restrictions for Genova (hereinafter, the "Declaration").

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of Genova, a residential condominium project located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation 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. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles, the Declaration and the By-Laws of the Association; and it shall have all the powers and duties reasonably necessary to operate Genova pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

A. To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of Assessments in the exercise of its powers and duties.

B. To maintain, repair, replace and operate the Common Areas of Genova.

C. To purchase insurance upon the Association Property for the protection of the Association, its members, and their mortgagees.

D. To reconstruct improvements after casualty and to make further improvements of the property.

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas.

F. To approve or disapprove the transfer, mortgage, ownership and occupancy of Units, as provided by the Declaration and the By-Laws.

G. To enforce the provisions of the Declaration , these Articles, and the By-Laws of the Association.

H. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.

J. To acquire real and personal property in the name of the Association.

K. To prepare a disaster management plan for Genova.

L. To pay premiums for any Master Insurance Policy(ies).

M. To maintain and operate the Water Management System as more particularly described in the Declaration.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration , these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

A. The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units, and as further provided in the By-Laws; after termination of the Association the Members shall consist of those who are Members at the time of such termination.

B. Change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

B. The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to a Unit.

C. The owners of each Unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

AMENDMENTS: Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by affirmative vote of three-fourths (3/4) of the voting interests present in person or by proxy at a duly called and noticed meeting of the Members, at which a quorum was present, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed Amendment, and further provided that no amendment shall be effective which alters the rights and privileges of the Declarant, an Institutional Mortgagee, the South Florida Water Management District, any governmental authority, taxing district, or a public or private utility, unless such party shall first provide its written consent and joinder. As long as the Declarant owns any portion of the Properties, no amendment adopted by the Members shall be effective without the prior written consent and joinder of the Declarant, which consent may be denied in the Declarant's absolute discretion.

An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.

ARTICLE VII

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 By-Laws.

B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected 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.

ARTICLE VIII

INCORPORATOR:

The name and address of the incorporator is:

Kathleen C. Passidomo
2390 North Tamiami Trail
Suite 204
Naples, Florida 34103

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association and their addresses shall be:

James P. Wallace: 9510 Corkscrew Palms Circle, #1, Estero, FL 33928
Debra Wallace: 9510 Corkscrew Palms Circle, #1, Estero, FL 33928
Kathleen Peters: 9510 Corkscrew Palms Circle, #1, Estero, FL 33928

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

2390 North Tamiami Trail, Suite 204
Naples, Florida 34103

The initial registered agent at said address shall be:

KATHLEEN C. PASSIDOMO

ARTICLE XI

INDEMNIFICATION:

The Association shall indemnify every Director and every officer of the 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 Association. The foregoing right of indemnification shall not apply to:

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 Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

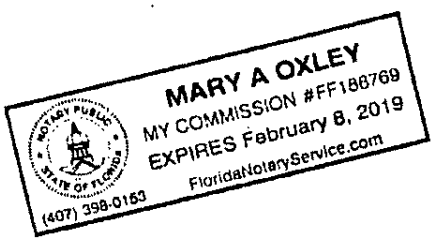
The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 17 day of October, 2016

Kathleen C. Passidomo

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17 day of October, 2016 by Kathleen C. Passidomo who is personally known to me or who has produced _____, as identification and who did/did not take an oath.



Mary A. Oxley
Notary Public

Printed Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE CLUB AT GENOVA, 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.

KATHLEEN C. PASSIDOMO, ESQ.

Dated: Oct. 17, 2016

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