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MARK W. GESCHWENDT

e-mail. mgeschwendt@miromar.com

General Counsel

Direct Dial: (239) 390-5150

Facsimile: (239) 390-5106

November 11, 2016

VIA FEDERAL EXPRESS

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

RE: Articles of Incorporation for University Village Property Owners' Association, Inc.

To Whom It May Concern:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$78.75 for the filing fee and Certificate of Status.

FROM: Mark W. Geschwendt, General Counsel
Miromar Development Corporation
10801 Corkscrew Road, Suite 305
Estero, Florida 33928
(239) 390-5150
mgeschwendt@miromar.com

Kindly return to us a filed copy of the Articles of Incorporation in the enclosed prepaid Federal Express envelope.

Should you have any questions please do not hesitate to contact us.

Thank you.

Very Truly Yours,

MIROMAR DEVELOPMENT CORPORATION



Mark W. Geschwendt

MIROMAR DEVELOPMENT CORP.

10801 Corkscrew Road, Suite 305, Estero, Florida 33928 TEL.: (239) 390-5100 FAX: (239) 948-3667

SECRETARY OF COUNTY
DIVISION OF COUNTY
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ARTICLES OF INCORPORATION

FOR

UNIVERSITY VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.

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

ARTICLE I NAME AND ADDRESS

The name of the corporation will be University Village Property Owners' Association, Inc. ("Association"). The initial mailing address of the Association will be 10801 Corkscrew Road, Suite 305, Estero, Florida 33928. The principle office of the Association will be located at the mailing address or such other place as may be subsequently designated by the Board of Directors for the Association.

ARTICLE II PURPOSE

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 purpose for which it is formed is to provide an entity to perform the duties and obligations relating to the "Common Areas" including certain tracts and easements in favor of the development ("Development") described in the Declaration of Covenants, Conditions and Restrictions for University Village that will be recorded in the Public Records of Lee County, Florida ("Declaration") and otherwise to enforce the terms and conditions of the Declaration that are designated as the responsibility of the Association.

The provisions of Chapter 720, Florida Statutes will not apply to the Association because the Development consists of commercial, residential and other uses. Any residential development sub-development within the Development may be subject to Chapter 718 or 720, Florida Statutes.

ARTICLE III DEFINITIONS

The terms used in these Articles will have the same definitions and meanings as those set forth in the Declaration unless provided to the contrary in these Articles or unless the context otherwise requires.

ARTICLE IV POWERS

The powers of the Association will include and be governed by the following:

4.1. General. The Association will have all of the common law and statutory powers of a corporation non-for-profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws.

4.2 Enumeration. In addition to, and not in limitation of, the powers described in Section 4.1 above, the Association will have all of the powers and duties set forth in Chapter 617, Florida Statutes, except as limited by these Articles, the By-Laws and the Declaration and all of the powers and duties necessary to perform the duties and obligations relating to the Common Areas in the manner set forth in the Declaration and to exercise such powers, duties and obligations described in the Declaration, as it may be amended from time to time, including, but not limited to, the following:

4.2.1 acquire, own and convey real and personal property;

4.2.2 make, modify and enforce rules and regulations governing the use of the Property, including the Common Areas;

4.2.3 the power to fix, levy, and collect adequate Assessments from the Members and enforce assessments as provided for in the Declaration;

4.2.4 sue and be sued;

4.2.5 contract for services necessary to operate and maintain the Common Areas, tracts and easements and any corresponding infrastructure;

4.2.6 the power to establish and maintain a reserve fund for capital improvements, repairs and replacements; and

4.2.7 take such other actions which the Board deems advisable in order to execute or enforce the provisions of the Declaration or otherwise as permitted by law.

4.3 Distribution of Income. The Association will make no distribution of income to its members, directors or officers and upon dissolution all assets of the Association will be transferred only to another not-for-profit corporation or a public agency.

4.4 Limitation. The Board of Directors and the Officers have the sole authority to exercise the powers of the Association and such powers will be will be exercised consistent with and according to the provisions of these Articles, the Declaration and the By-Laws.

ARTICLE V
MEMBERS AND VOTING REPRESENTATIVES

5.1 Membership in the Association. The qualifications for membership and the manner of admission will be as provided by the By-Laws for the Association.

5.2 Voting Rights. The votes of the Members will be cast solely by Neighborhood Voting Representatives, who will have the right to vote only on the Association matters as specifically provided in the By-Laws, these Articles, the Declaration or by applicable law. Members will not have the right to vote on any Association matters except as the same are specifically set forth in the By-Laws, these Articles, the Declaration or by applicable law.

ARTICLE VI
TERMS OF EXISTENCE

The Association will have perpetual existence. However, in the event the Association is dissolved for any reason, the Common Areas and corresponding infrastructure, tracts and easements will be conveyed or dedicated to a similar non-profit organization or entity to assure continued maintenance and operation.

ARTICLE VII
LIABILITY FOR DEBTS

The Members, officers and directors of the Association will not be liable for the debts of the Association.

ARTICLE VIII
INCORPORATOR

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

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

ARTICLE IX
BOARD OF DIRECTORS

8.1 First Directors. The initial Board of Directors of the Association will consist of three (3) members. The names and addresses of the persons who will serve as the initial Board of Directors and who will hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

NAME	ADDRESS
1. Jeff Staner - President	10801 Corkscrew Road, Suite 305 Estero, Florida 33928
2. Tim Byal - Vice President	10801 Corkscrew Road, Suite 305 Estero, Florida 33928
3. Rich Pomeroy - Secretary/Treasurer	10801 Corkscrew Road, Suite 305 Estero, Florida 33928

The method of election or appointment of Directors and terms of office, removal and filing of vacancies will be as set forth in the By-Laws.

8.2 Standards of Conduct. A Director will discharge his or her duties as a Director, including any duties as a member of a Committee in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances and in a manner reasonably believed to be in the best interests of the Association.

8.3 Management and Administration of Association. The Board of Directors will be the persons who will manage the corporate affairs of the Association and are vested with the management authority of it. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association as set forth in the Declaration and the By-Laws.

ARTICLE X OFFICERS

Officers, as provided for in the By-Laws, will be elected by the Board of Directors of the Association and will serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE XI INDEMNIFICATION

The Association will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action suit or proceeding, whether civil, criminal, administrative or investigative (collectively "Action"), by reason of the fact that he or she is or was a director, employee, officer or agent of the Association (collectively "Association Person"), against expenses (including reasonable attorneys' fees and all reasonable appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Association Person in connection with such Action, if the Association Person acted in good faith and in a manner the Association Person reasonably believed to be in, or not opposed to, the best interests of the Association and with respect to any criminal action or proceeding, had no reason to believe the Association Person's conduct was unlawful. The Association will not indemnify any Association Person as to matters to which the Association Person is adjudged in any such Action to be liable for gross negligence or gross misconduct in the performance of the Association Person's duty. The termination of any Action by judgment, order,

settlement, conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption of gross negligence or gross misconduct. The foregoing right of indemnification will be in addition to any other rights to which an Association Person may be entitled as a matter of law or otherwise.

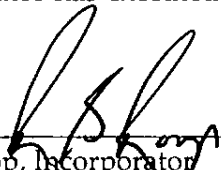
ARTICLE XII BY-LAWS

The first By-Laws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and Members in the manner provided in the By-Laws and the Declaration. At no time will the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE XIII REGISTERED OFFICE AND AGENT

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

The Incorporator has executed these Articles of Incorporation on the 11 day of Nov. 2016.


Robert B. Roop, Incorporator

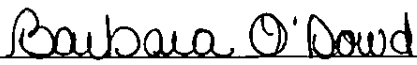
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PUBLIC
RECORDS
SECTION
DIVISION OF REVENUE

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me, this 11th day of November, 2016, by Robert B. Roop, Incorporator of the University Village Property Owners' Association, Inc. He is personally known to me.

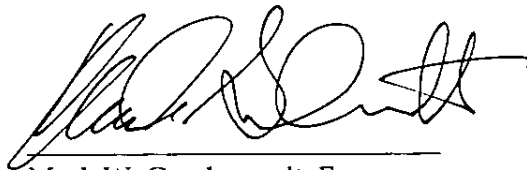


Barbara O'Dowd
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG039498
Expires 10/17/2020


NOTARY PUBLIC
My Commission Expires: 10-17-2020

**ARTICLE XIV
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this Association, at the place designated in the certificate, I accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping the office of the Association open. The Registered Agent's office is located at 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.

A handwritten signature in black ink, appearing to read 'Mark W. Geschwendt', written over a horizontal line.

Mark W. Geschwendt, Esq.
Registered Agent

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