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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/24/17

COVER LETTER

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

SUBJECT: VANDERBILT COTTAGES CONDOMINIUM 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: KRISTIN M. CONROY
Name (Printed or typed)

2210 Vanderbilt Beach Road Suite 1201
Address

Naples, FL 34109
City, State & Zip

239-649-5200
Daytime Telephone number

mhoppe@mkfund.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
OF
VANDERBILT COTTAGES
CONDOMINIUM ASSOCIATION, INC.

FILED
17 MAY 23 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Mark E. Hoppe, as sole incorporator, for the purposes set forth below.

ARTICLE I: NAME

The name of the corporation, herein called the "Association", is Vanderbilt Cottages Condominium Association, Inc., and its address is 2001 Butterfield Road, Suite 600, Downers Grove, Illinois 60515.

ARTICLE II: PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Vanderbilt Cottages, a Condominium (the "Condominium") located in Collier County, Florida. The Association is organized and shall exist upon 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. 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 except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, 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 Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.

- (C) To purchase insurance upon the condominium property and Association property, if any, for the protection of the Association and its members.
- (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 elements, and the operation of the Association.
- (F) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the Condominium and the condominium property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (J) To borrow money without limit as to the amount necessary to perform its other functions hereunder.
- (K) To sue and be sued and appear and defend all actions and proceedings in its corporate name.

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 of Condominium, 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 in the Condominium, as further provided in the Bylaws.
- (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 his or her unit in the Condominium.
- (C) The owners of each unit, collectively, shall be entitled to one (1) vote in Association matters as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV: TERM

The term of the Association shall be perpetual.

ARTICLE V: BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI: 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. In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) Directors.
- (B) Directors of the Association shall be elected by 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. 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 VII: INITIAL DIRECTORS

The initial Directors of the Association shall be:

Mark E. Hoppe
2001 Butterfield Road, Suite 600
Downers Grove, Illinois 60515

Robert D'Angelo
27499 Riverview Center Blvd, Suite #237
Bonita Springs, FL 34134

Grant Hoppe
2001 Butterfield Road, Suite 600
Downers Grove, Illinois 60515

ARTICLE VIII: AMENDMENTS

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

- (A) Prior to Recording of the Declaration of Condominium of Vanderbilt Cottages, a Condominium in the Public Records of Collier County, Florida, these Articles may be amended by an instrument in writing signed by the President (or Vice-President) and the Secretary and filed with the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of the Articles as restated to include such amendments and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article is intended to comply with Chapter 617, Florida Statutes.
- (B) After the recording of the Declaration of Condominium of Vanderbilt Cottages, a Condominium in the Public Records of Collier County, Florida, these Articles may be amended in the following manner:
 - a. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of a member of the Association by instrument, in writing, signed by him or her.

- b. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owner, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority 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.
- (D) Effective Date. 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.

ARTICLE IX: INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

The initial registered agent at said address shall be:

Bradley D. Friedman

ARTICLE X: INDEMNIFICATION

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 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 his or 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 or her action was unlawful or had reasonable cause to believe his or her action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest 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. The indemnification hereby afforded to Directors and officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to Developer.

Wherefore, the name and address of the incorporator is:

Mark E. Hoppe
2001 Butterfield Road, Suite 600
Downers Grove, Illinois 60515

WHEREFORE the incorporator has caused these presents to be executed this 22nd day of May, 2017.


Mark E. Hoppe

STATE OF Illinois
COUNTY OF COOK

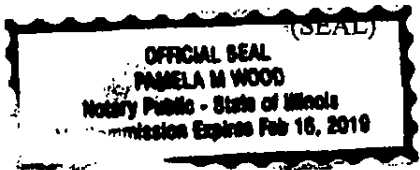
The foregoing instrument was acknowledged before me this 22nd day of May, 2017 by Mark E. Hoppe (*one of the following should be checked; if none are checked, he is personally known to me*) ✓ who is personally known to me, or has produced as identification.


NOTARY PUBLIC

Pamela M Wood

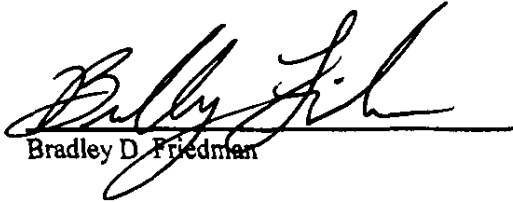
Printed Name of Notary

My Commission Expires: 2/16/19



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Vanderbilt Cottages Condominium Association, Inc., a Florida 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.


Bradley D. Friedman

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TALLAHASSEE, FLORIDA