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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Naples Square Commercial Association, Inc.**

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**ARTICLES OF INCORPORATION** 17 NOV -6 PM 3:44  
**OF**  
**NAPLES SQUARE COMMERCIAL ASSOCIATION, INC.**  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit Florida corporation.

**ARTICLE I**

The name of the corporation is Naples Square Commercial Association, Inc., and its mailing address and principal office address is c/o The Ronto Group, LLC, 3066 Tamiami Trail North, Suite 201, Naples, FL 34103.

**ARTICLE II**

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Declaration of Unified Control, Easements, Covenants and Restrictions for Naples Square (the "Declaration"), as it may be amended from time to time.

**ARTICLE III**

This corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

Section 1. To promote the health, safety and, social welfare of the owners of all Lots located within Naples Square, a master planned community within Collier County, Florida (the "Community");

Section 2. To maintain all portions of the Community and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration which is to be recorded in the public records of Collier County, Florida;

Section 3. To contract for the operation and maintenance of the Common Areas or Stormwater Drainage System, as required by the Declaration, and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

Section 4. To operate and maintain the Stormwater Drainage System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plan compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Association shall operate, maintain, and manage the Stormwater Drainage System in a manner consistent with the Surface Water Management Plan, SFWMD Permit requirements and applicable SFWMD rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Stormwater Drainage System. Additionally, the Association shall levy and collect adequate Assessments against Members for the cost of maintenance and operation of the Stormwater Drainage System;

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Section 5. To exercise all rights and powers of a non-profit corporation permitted by Chapter 617, *Florida Statutes*; and

Section 6. To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

#### ARTICLE IV

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the Common Areas owned by the Association containing the Stormwater Drainage System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Stormwater Drainage System is not accepted by governmental or public utility, then the Stormwater Drainage System shall be managed by whichever Owner succeeds to Declarant's obligations to manage the same hereunder, and in the event no such successor to Declarant then exists the Stormwater Drainage System shall be managed collectively by all Owners.

#### ARTICLE V

The name and address of the incorporator for these Articles is:

c/o Stephen J. Szabo, III, Esq.  
Foley & Lardner LLP  
P.O. Box 3391  
Tampa, Florida 33601-3391

#### ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The members of the Board of Directors shall be elected in accordance with the provisions of Article IV of the Bylaws of the corporation. The initial Board of Directors shall consist of three (3) persons whose names and addresses are:

Anthony Solomon

c/o The Rondo Group, LLC  
3066 Tamiami Trail North, Suite 201  
Naples, Florida 34103

Andy Hjortaas

c/o The Rondo Group, LLC  
3066 Tamiami Trail North, Suite 201  
Naples, Florida 34103

Karen E. Welks

c/o The Rondo Group, LLC  
3066 Tamiami Trail North, Suite 201  
Naples, Florida 34103

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

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**ARTICLE VII**

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other Officers as the Bylaws of the corporation may provide for from time to time. All Officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualify.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the corporation are:

Anthony Solomon	President
Andy Hjortaas	Vice President
Karen Welks	Secretary/Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

**ARTICLE VIII**

Each Lot Owner within the Community shall be entitled to one (1) vote for each owned Lot or as otherwise more fully set forth in the Declaration.

**ARTICLE IX**

**Voting Rights.** The Association shall have two (2) classes of membership, Class A and Class B, as follows:

(a) Class A. Class A Members shall be all the Owners of Lots, with the exception of Declarant for so long as Class B membership exists. Each Class A Member shall have one (1) vote for each Lot owned by that Member. When more than one Person or entity is an Owner of any Lot, all such Person or entities shall be Members, but the vote for that Lot shall be exercised by that one (1) Member Eligible To Vote. In no event shall there be more than one (1) Class A vote for each Lot. The Member Eligible To Vote for such Lot shall be as those Owners of such Lot themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) person seeks to exercise it.

(b) Class B. The Class B Member shall be the Declarant, or the express assigns or successors in interest of Declarant. Until conversion of the Class B membership to Class A membership as set forth in the Declaration, Declarant shall have ten (10) votes for each Lot owned by Declarant plus 100 votes for each acre of unplatted land (until platted). As each Lot in the Property is conveyed by Declarant to a Class A Member, Declarant's votes for that Lot shall automatically terminate.

Declarant's Class B membership shall continue in effect during the period from the date of the Declaration until the earlier of the following events:

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(i) Twenty (20) years after the date on which the Declaration is recorded in the public records of Collier County, Florida; or

(ii) At such earlier time as Declarant, in its sole and absolute discretion, may so elect by recording a notice of such election in the Public Records of the County; or

(iii) Upon the Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents of the Property; or

(iv) Upon the Declarant filing a petition seeking protection under Chapter 7 of the federal Bankruptcy Code; or

(v) Upon the Declarant losing title to the Property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of developer rights and responsibilities first arising after the date of such assignment; or

(vi) Upon a receiver for the Declarant being appointed by a circuit court and not being discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after such appointment that transfer of control would be detrimental to the Association or its members.

#### ARTICLE X

Forty percent (40%) of the total vote that could be cast at any annual or special meeting, represented in person or by proxy, shall constitute a quorum at any meeting of the Members. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

#### ARTICLE XI

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or Officers. However, the corporation shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.

#### ARTICLE XII

The corporation shall have all the powers set forth and described in Chapter 617, *Florida Statutes*, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation and the Bylaws of the corporation, including, but not limited to, assess members for all expenses incurred in connection with maintaining and operating the Stormwater Drainage System and the right to enforce that assessment pursuant to the imposition of liens.

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**ARTICLE XIII**

The corporation shall indemnify all persons who may serve or who have served at any time as Director or Officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a Director or Officer of the corporation, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

**ARTICLE XIV**

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

**ARTICLE XV**

The Bylaws of this corporation are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

**ARTICLE XVI**

These Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until termination of the Class B Membership, any changes in the Articles of Incorporation may be made by a majority vote of the Board of Directors. Any proposed amendment to these Articles, which would affect the Stormwater Drainage System (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to SFWMD or its successors for a determination of whether the amendment necessitates a modification of the applicable permit.

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**ARTICLE XVII**

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 7<sup>th</sup> day of November, 2017.

  
Print Name: Stephen J. Szabo, III

FALLAHOUSE, FLORIDA

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**DESIGNATION OF REGISTERED AGENT**  
**AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be F & L Corp. The initial registered office of this corporation shall be One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

**ACCEPTANCE**

Having been named registered agent to accept service of process for the above-named corporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, *Florida Statutes*.

**F & L CORP.**

By: \_\_\_\_\_

  
Randolph J. Wolfe, Vice President