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CASTALINA HOMEOWNERS ASSOCIATION INC

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ARTICLES OF INCORPORATION

FOR

CASTALINA HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
CASTALINA HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

CASTALINA HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Castalina Homeowners Association, Inc., and its address is c/o CalAtlantic Group, Inc., Attn: Chris Hasty, 825 Coral Ridge Drive, Coral Springs, FL 33071.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 720.301, Florida Statutes (2017) shall apply to terms used in these Articles, unless otherwise defined in the Declaration of Covenants, Conditions and Restrictions for Castalina ("Declaration").

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act and Chapter 720, Florida Statutes (the "Act") for the operation of a community to be known as "Castalina", located in Lee County, Florida. The Association is organized and shall exist on 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. 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 and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by its Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate Castalina pursuant to the Governing Documents as they may hereafter be amended, including, but not limited to the following:

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

(B) To protect, maintain, repair, replace and operate the Common Area, including (i) rights-of-way, roads, street or access easements; (ii) utility easements/tracts or facilities; (iii) conservation or preservation easements/areas; (iv) common landscape areas; and (v) recreational areas.

(C) To purchase insurance for the protection of the Common Area, the Association and the Members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements to the Common Area.

(E) To make, amend and enforce Rules and Regulations as set forth in the Governing Documents.

(F) To approve or disapprove the transfer, leasing and occupancy of Parcels as may be provided in the Governing Documents.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to Castalina and the Governing Documents.

(H) To contract for the management and maintenance of Castalina, and any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Governing Documents to be exercised by the Association's Board of Directors or the Members.

(I) To employ accountants, attorneys, architects, and other professionals to perform the services required for proper operation of Castalina.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

(N) To maintain and operate the Stormwater Management System, including dedicated lake tracts, lake maintenance or drainage easements and corresponding infrastructure.

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 Governing Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Area and other property the Association is obligated to maintain pursuant to the Governing Documents, including any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Association, shall be transferred to and accepted by a similar non-profit organization or entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area and dissolution of the Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class "B" membership.

ARTICLE IV

MEMBERSHIP:

(A) The Members shall be the record Owners of a fee simple interest in one or more Parcels. Class "A" Members are all Owners other than the Developer. The Developer is the Class "B" Member.

(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 Parcel.

(C) Except as otherwise provided in the Bylaws with respect to the Class "B" Member, the Owners of each Parcel, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Developer, and on and following the Turnover Date, the Board of Directors 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 each year by the Board of Directors at its first meeting after the annual meeting of the Members, and they shall serve at the pleasure of the Board of Directors. The initial Directors are as follows:

Chris Hasty
c/o CalAtlantic Group, Inc.
825 Coral Ridge Drive
Coral Springs, FL 33071

Justin Cook
c/o CalAtlantic Group, Inc.
825 Coral Ridge Drive
Coral Springs, FL 33071

Ernesto Gutierrez
c/o CalAtlantic Group, Inc.
825 Coral Ridge Drive
Coral Springs, FL 33071

The initial Officers are as follows: Chris Hasty, President; Justin Cook, Vice President; and Ernesto Gutierrez, Secretary/Treasurer.

ARTICLE VIII

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

(A) Proposal. Subsequent to the Turnover Date, amendments to these Articles may be proposed by the Board of Directors or by a written petition to the Board of Directors, signed by at least one-third (1/3) of the Voting Interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board of Directors or Members, such proposed amendment 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. Prior to the Turnover Date, amendments shall be adopted by the Board of Directors. Subsequent to the Turnover Date, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the Voting Interests, at any annual or special meeting. As long as the Developer owns a Parcel, an amendment to these Articles shall not be effective without the prior written consent of the Developer, which consent may be denied in the Developer's discretion, provided, further, that regardless of whether the Developer owns a Parcel, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class "B" membership.

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

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 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 be available if a judgment or other final adjudication establishes that his 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 action was unlawful or had reasonable cause to believe his 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.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Chris Hasty
c/o CalAtlantic Group, Inc.
825 Coral Ridge Drive
Coral Springs, FL 33071

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Chris Hasty
c/o CalAtlantic Group, Inc.
825 Coral Ridge Drive
Coral Springs, FL 33071

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation not for profit to do business in the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 8th day of February, 2018.

Chris Hasty, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CASTALINA HOMEOWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Chris Hasty
c/o CalAtlantic Group, Inc.
825 Coral Ridge Drive
Coral Springs, FL 33071

Chris Hasty, President

DATE: 2.8.18

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Chris Hasty

DATE: 2.8.18