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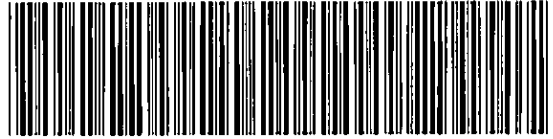
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1. **RESIDENCES AT 5TH & 5TH CONDOMINIUM ASSOCIATION, INC.**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF INCORPORATION
OF
RESIDENCES AT 5TH & 5TH
CONDOMINIUM ASSOCIATION, INC.**

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Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by William J. Dempsey, as sole incorporator, for the purposes set forth below. The office location and mailing address of the incorporator to these Articles of Incorporation is: William J. Dempsey, Esq., Cheffy Passidomo, P.A., 821 Fifth Avenue South, Naples, Florida 34102.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be, and it hereby is, RESIDENCES AT 5TH & 5TH CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association." The initial principal office location and mailing address of the Association is 699 5th Avenue South, Naples, Florida 34102.

**ARTICLE II
DEFINITIONS**

Unless the context clearly requires otherwise, or a definition is set forth herein, the capitalized terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration of Condominium for Residences at 5th & 5th, a Condominium (hereinafter referred to as the "Declaration") to which these Articles of Incorporation are to be a recorded exhibit in the Public Records of Collier County, Florida.

**ARTICLE III
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 the Residences at 5th & 5th, a Condominium (the "Condominium"), located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. 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, except as limited or modified by these Articles, the Declaration of Condominium, or by Chapter 718 Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- A. To levy 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 secure insurance to insure the Condominium Property and Association Property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty, and to make further improvements of the Condominium 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 approve or disapprove the transfer of ownership, leasing and occupancy of Units, if authorized to do so in the Declaration of Condominium.
- G. To enforce the provisions of the Condominium Act, the Condominium Documents, and any rules and regulations of the Association.
- H. To contract for the management and maintenance of the Condominium Property, and to delegate to management any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Condominium Documents 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 Condominium.
- J. To make agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities if they are intended to provide enjoyment, recreation, or other use or benefit to the Owners.
- K. To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- L. To execute all documents or consents, on behalf of all Owners (and their mortgagees), required by any governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plats, unities of title, covenants in lieu thereof, etc.), and in that regard, each Owner, and each mortgagee of a Owner by acceptance of a lien on said Unit, appoints and designates the President of the Association as such Owner's and mortgagee's agent and attorney-in-fact to execute any and all such documents or consents.

All funds and the title to all property acquired by the Association shall be held by it in trust and used for the benefit of the members in accordance with the provisions of the Condominium Documents.

ARTICLE IV MEMBERSHIP

- A. The members of the Association shall consist of all record owners of legal title in one (1) or more Units in the Condominium, as further provided in the Bylaws.

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- B. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to member's Unit.
- C. The owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as 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 V TERM

The term of the Association shall be perpetual.

ARTICLE VI BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors, and may be altered, amended, or rescinded in the manner provided therein.

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 Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- B. 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, unless otherwise required by law.
- 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 of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII AMENDMENTS

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

- A. Prior to the recording of the Declaration among 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 (or an Assistant 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 these Articles or a certified copy of the Articles as restated to include

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such amendments and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article VIII is intended to comply with Chapter 617, Florida Statutes.

B. After the recording of the Declaration among the Public Records of Collier County, Florida, these Articles may be amended in the following manner:

- i. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the Voting Interests of the Association, by instrument, in writing and signed by them.
- ii. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Owners, 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.
- iii. Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3) of the Voting Interests, present in person or by proxy, at any annual or special meeting called for that purposes, or if it is approved in writing by the owners of a majority of the Voting Interests without a meeting, provided that notice of any proposed amendment has been given or mailed to the members of the Association, and the notice contains the full text of the proposed amendment.
- iv. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, without the written approval of all members. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the right, privileges, powers or options herein provided in favor of, or reserved to, the Developer and/or Institutional Mortgages, unless the Developer and/or Institutional Mortgages, as applicable, shall join in the execution of the amendment. No amendment to this paragraph shall be effective.
- v. Developer Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- vi. Effective Date. An amendment which is duly adopted shall become effective upon filing with the Florida Secretary of State, and subsequently recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as are required for the recording of an amendment to the Bylaws.

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**ARTICLE IX
INITIAL DIRECTORS AND OFFICERS**

The initial Directors and Officers of the Association shall be:

Director and President
Philip J. McCabe
699 5th Avenue South
Naples, Florida 34102

Director and Vice President
Joseph McCabe
699 5th Avenue South
Naples, Florida 34102

Director, Secretary and Treasurer
Christine L. Cuomo
699 5th Avenue South
Naples, Florida 34102

**ARTICLE X
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered office of the Association shall be:

Cheffy Passidomo, P.A.
821 Fifth Avenue South, Suite 201
Naples, Florida 34102

The initial registered agent at said address shall be:

William J. Dempsey, Esq.

**ARTICLE XI
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 his or her 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.

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- 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.
- D. Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety, or property in an action by or in the right of someone other than the Association or a member.
- E. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approve the 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, the Developer.

WHEREFORE, the incorporator has caused these presents to be executed this 22nd day of March, 2017. 8@

By: [Signature]
William J. Dempsey, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named 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.

[Signature]
William J. Dempsey, Esq.

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CLERK OF DISTRICT COURT
JANUARY 11, 2018