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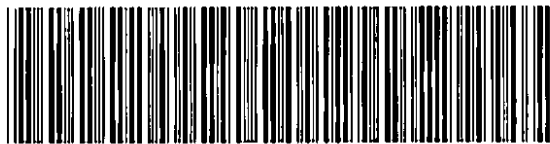
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**ARTICLES OF INCORPORATION  
FOR  
5<sup>TH</sup> & 5<sup>TH</sup> BUILDING MASTER ASSOCIATION, INC.**

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617.02011, Florida Statutes, and certifies as follows:

**ARTICLE I  
Corporate Name**

The name of the corporation is 5<sup>th</sup> & 5<sup>th</sup> Building Master Association, Inc., hereinafter called the "Association."

**ARTICLE II  
Address**

The mailing address for the Association is 699 5<sup>th</sup> Avenue South, Naples, Florida 34102. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III  
Purpose and Powers of the Association**

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distribution of income to its Members, Directors, or Officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Components and Common Areas (as defined in the Master Declaration of Covenants, Conditions, Easements, and Restrictions for The 5<sup>th</sup> & 5<sup>th</sup> Building, referred to hereinafter as the "Master Declaration"), and related improvements, according to the provisions of the Master Declaration, and to promote the health, safety, and welfare of the Owners and occupants of the 5<sup>th</sup> & 5<sup>th</sup> Building, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have all powers granted under Section 617.0302, Florida Statutes and Chapter 720, Florida Statutes, including but not limited to:

- a. To exercise all of the common law and statutory powers of a corporation not for profit and homeowners' association organized under the laws of the State of Florida that are not in conflict with the terms of the Master Declaration, these Articles, or the By-Laws of the Association.
- b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Master Declaration as the same may be amended from time to time, said Master Declaration being incorporated herein by reference as if set forth in its entirety.
- c. To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Master Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including

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but not limited to all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

- d. To maintain, repair, and operate the property of the Association.
- e. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members.
- f. To reconstruct improvements after casualty and make further improvements upon the Property.
- g. To enforce by legal means the provisions of the Master Declaration, the Articles of incorporation and By-Laws of the Association, and any Rules and Regulations adopted pursuant thereto.
- h. To employ personnel to perform the services required for the proper operation of the Association.
- i. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.
- j. To sue and be sued.
- k. To contract for the management and maintenance of The 5<sup>th</sup> & 5<sup>th</sup> Building, 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 Master Declaration, these Articles or the Bylaws to be exercised by the Association's Board of Directors or the Members.

#### **ARTICLE IV** **Membership**

Section 1. Membership generally: No person except an Owner or the Declarant, as such terms are defined in the Master Declaration, is entitled to membership in the Association; and all Owners and Declarant, regardless of whether Declarant is also an Owner, shall be either Class A or Class B Members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds title to a POP (as defined in the Master Declaration) that is subject to assessment under the Master Declaration, except Declarant, shall be a Class A Member of the Association. Each Class A membership shall be appurtenant to a POP. An Owner of more than one POP is entitled to one (1) Class A membership for each POP to which such Owner holds record title. If more than one person holds an interest in any POP, all such persons shall be Members; provided however, that only one (1) vote shall be cast with respect to any one (1) POP. No person other than an Owner may be a Class A Member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the POP to which it is appurtenant.

Section 3. Class B Membership: The Declarant shall be a Class B Member of the Association. The Class B membership shall terminate and be converted to a Class A membership upon Turnover, as defined by the Bylaws.

#### **ARTICLE V** **Voting Rights**

Section 1. Class A Voting: All Class A Members shall be entitled to one (1) vote for each POP owned. If more than one (1) person holds record title to a POP, there shall be only one vote cast with respect to such POP, exercised as the Owners determine among themselves.

Section 2. Class B Voting: The Class B Member shall be entitled to appoint all members of the Board and all Association officers prior to Turnover. The Class B Member shall have two (2) times the number of votes held collectively by all Class A Members, plus one (1) vote.

#### **ARTICLE VI** **Board of Directors**

The affairs of this Association shall be managed and governed by a Board of Directors consisting of a minimum of three (3) Directors who need not be Members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association.

#### **ARTICLE VII** **Bylaws**

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

#### **ARTICLE VIII** **Dissolution**

In the event that the Association is dissolved, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or organization to be devoted to such similar purposes.

#### **ARTICLE IX** **Term**

The term of the Association shall be perpetual.

#### **ARTICLE X** **Amendments**

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

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Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: Subsequent to Turnover, a resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association. Except as elsewhere provided, such resolutions must be adopted by no less than a majority of the votes present in person or by proxy at a meeting called for that purpose at which a quorum is present. Notwithstanding the foregoing, prior to Turnover amendments may be adopted by the Declarant without consent of any Member.

Section 3. Limits on Amendments: No amendment shall make any changes in the qualifications for membership, or in the voting rights of Class A or Class B Members, without approval in writing by all Members. As long as the Declarant owns a POP, no amendment shall be effective shall be effective without the prior written consent of the Declarant, which consent may be withheld in the Declarant's sole discretion; provided, further, that regardless of whether the Declarant owns a POP, no amendment shall be effective if it affects the Declarant's rights or alters any provision made for the Declarant's benefit

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

#### **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 attorney's 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 made a party because of his being, or having been, a Director or officer of the Association. The foregoing right to 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.
- 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 Declarant, 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

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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 XII**  
**Initial Officers and Directors**

The initial Directors and Officers of the Association shall be:

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

Director and Vice President  
Joseph McCabe  
699 5<sup>th</sup> Avenue South  
Naples, Florida 34102

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

**ARTICLE XIII**  
**Initial Registered Office and Registered Agent**

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 XIV**  
**General**

Unless otherwise defined in the Articles of Incorporation, defined terms contained in the Articles, as indicated by initial capitalization, shall have the meaning ascribed to them in the Master Declaration and Bylaws. Any conflict between these Articles and the Master Declaration shall be governed by such Master Declaration, and any conflict between these Articles and the Bylaws shall be governed by such Bylaws.

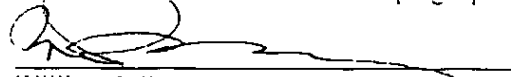
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NAPLES, FLORIDA

WHEREFORE the incorporator has caused these presents to be executed this 20th day of March, 2018.

  
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 agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

  
William J. Dempsey

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