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FLORIDA PROFIT/NON PROFIT CORPORATION

Wildblue Amenities Association, Inc.

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**ARTICLES OF INCORPORATION
OF
WILDBLUE AMENITIES ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Charles Mann, Esq., 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is WildBlue Amenities Association, Inc., sometimes hereinafter referred to as the "Amenities Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 10481 Six Mile Cypress Parkway, Fort Myers, FL 33966.

ARTICLE III

PURPOSE AND POWERS: This Amenities Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of providing a residential homeowners' association. For the accomplishment of its purpose, the Amenities 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 and a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

(A) Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Amenities Association, including all license fees, taxes or governmental charges.

(B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the Amenities Association Property.

(C) 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 Amenities Association.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) Dedicate, sell or transfer all or any part of the Amenities Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(F) Purchase policies of insurance upon the Amenities Association Property and use the proceeds from such policies to effectuate its purposes.

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(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds ($\frac{2}{3}$ rd) of the voting interests of the Amenities Association.

(H) Establish Rules and Regulations in accordance with the Governing Documents.

(I) Sue and be sued.

(J) Exercise any and all powers, rights and privileges which a homeowners association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

(K) Contract for services necessary to operate and maintain the Amenities Common Areas and improvements located thereon.

(L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Amenities Association. However, all owners of Lots within the WildBlue Amenities Association, Inc. shall be members of the Amenities Association.

ARTICLE V

TERM: The Amenities Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Amenities Association shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Amenities Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required prior governmental approval, and provided that upon such termination proper written consent must be duly recorded in the Public Records of Lee County, Florida. In the event of dissolution, the assets owned by the Amenities Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Amenities Association.

ARTICLE VI

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

ARTICLE VII

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

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth ($\frac{1}{4}$) of the voting interests.

(B) **Procedure.** A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

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(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Amenities Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in these Bylaws, provided that notice of any proposed amendment must be given to the members of the Amenities Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and retarding a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Amenities Association will be administered by a Board of Directors consisting of the number of Directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) Directors.

(B) Directors of the Amenities 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 Amenities 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 after the annual meeting of the members and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Amenities Association shall be:

David Caldwell, President/Director

10481 Six Mile Cypress Parkway
Fort Myers, FL 33912

Matthew Koratich, Vice President/Director

10481 Six Mile Cypress Parkway
Fort Myers, FL 33912

Scott Brooks, Vice President/Director

24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

David Negip, Secretary/Director

10481 Six Mile Cypress Parkway
Fort Myers, FL 33912

Chris Johnson, Treasurer/Director

2647 Professional Circle, Suite 1201
Naples, FL 34119

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ARTICLE X

REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The street address of the initial Registered Office of the Amenities Association is 1833 Hendry Street, Fort Myers, Florida 33901. The name of the initial Registered Agent of the Amenities Association is PLF Registered Agent, L.L.C., 1833 Hendry Street, Fort Myers, Florida 33901.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Amenities Association shall indemnify and hold harmless every Director and every officer of the Amenities 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 a party because of his being or having been a Director or officer of the Amenities 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 Amenities Association, in a proceeding by or in the right of the Amenities 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 it was lawful.

(C) A transaction from which the Director or officer derived or sought to derive 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 wilful 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 Amenities Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Amenities 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.

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For the purpose of forming this Amenities Association under the Laws of the State of Florida, the undersigned, Pavese Law Firm, its Authorized Member of PLF Registered Agent, L.L.C., being the incorporator of this Amenities Association, has executed these Articles of Incorporation as of the 11th day of April, 2019.

PLF Registered Agent, L.L.C.,
a Florida limited liability company

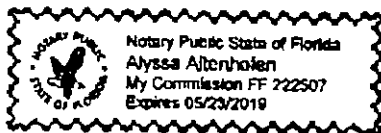
By: Pavese Law Firm, its Authorized Member

By: Charles Mann, Managing Partner

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 11th day of April, 2019, by Charles Mann, Managing Partner of Pavese Law Firm, Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me and did not take an oath.

(Seal)



Alyssa Altenhofen
Notary Public

Printed Name: _____

Commission Expires: _____

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated Amenities Association at the place designated in this certificate, hereby agrees to act in this capacity, is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 11th day of April 2019.

PLF REGISTERED AGENT, L.L.C. a Florida limited liability company

By: Pavese Law Firm, its Authorized Member

By: 
Charles Mann, Managing Partner

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