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1. 505 ON FIFTH BUILDING MASTER ASSOCIATION, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
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3. _____
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

**ARTICLES OF INCORPORATION
FOR
505 ON FIFTH BUILDING MASTER ASSOCIATION, INC.,
A NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Brian J. Thanasiu, as sole incorporator, for the purposes set forth below. The office location and mailing address of the incorporator to these Articles of Incorporation is: Brian J. Thanasiu, 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, 505 ON FIFTH BUILDING MASTER 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 c/o Cheffy Passidomo, P.A., Attn: Brian J. Thanasiu, 821 Fifth 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 Master Declaration of Covenants, Conditions, Restrictions and Easements for 505 on Fifth Building (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, and with respect to the land described in Exhibit "A" thereto, being known as "505 of Fifth."

**ARTICLE III
PURPOSE**

This corporation is organized to establish an association of the owners of privately owned property (the "POP") in the Building known as 505 on Fifth. This corporation shall have the following specific purposes:

1. To provide an entity for ownership, maintenance, operation and management of the areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.

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3. To promote the health, safety and welfare of the owners of the Building known as 505 on Fifth.
4. To enforce the provisions of the Declaration, which the Association has the responsibility to enforce, including, without limitation, any rules and regulations of the Association.
5. The purpose of this corporation will not include or permit pecuniary gain or profit nor distribution of its income to its members, officers or directors.

ARTICLE IV NON-STOCK, NON-PROFIT

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. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, director or officer. All funds and the title to all property acquired by the Association shall be held for the benefit of the Members of the Association in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE V POWERS AND DUTIES

This Association shall have and exercise all rights and powers conferred upon corporations under the common law and statutory powers of the State of Florida consistent with these Articles and the Declaration. The corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

1. To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as defined in the Declaration.
2. To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration, to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes for governmental charges levied or imposed against the property of the corporation.
3. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.
4. To borrow or raise money for any of the purposes of the Association, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue

promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure payment of any thereof, and of the interest thereon, to give, with the consent of fifty-one percent (51%) of the voting interests of each class of members, any mortgage, pledge, conveyance or assignment of trust, of the whole or any part of the rights of the property of the Association, whether at the time owned or thereafter acquired.

5. To participate in mergers and consolidations with other not-for-profit corporations organized for the same or similar purposes or to annex additional property and common areas, provided that such mergers, consolidation or organization shall have the consent of two-thirds (2/3) of the voting interests of each class of its members.
6. To make and amend reasonable rules, regulations and Bylaws respecting the use of any property or facilities over which the Association may have control, jurisdiction for administrative responsibilities, and to provide the penalties for the violation of any such regulation.
7. To landscape all property owned by the Association, and all lands which the Association is responsible to maintain, and to contribute to the artistic and architectural building and construction standards of all lands owned or maintained by the Association, and all buildings and improvements situate thereon.
8. To make available to the Members of the Association, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the Members.
9. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon or within all property or facilities over which the Association has control and which the Association is responsible to maintain, including without limitation, structures, common driveways, roads, streets, and walkways and parking areas, if any, for the use of the Association's Members.
10. To insure any property, areas or structures as may be owned by the Association or otherwise placed under the jurisdiction of the Association by means of the Declaration, for the protection of the Association and its Members.
11. To reconstruct improvements after casualty, and to further improve any property, areas or structures as may be owned by the Association or otherwise placed under the jurisdiction of the Association by means of the Declaration
12. To grant easements upon and across Association property for ingress and egress; utilities; and grant easements of support, airspace, and for encroachments for buildings to be constructed upon Association property, and such other purposes as the Association deems necessary.
13. To sue and to be sued.

14. To contract for the management and maintenance of such facilities, and other areas or improvements as may be placed under the jurisdiction of this Association, either by the Declaration or by resolution adopted by the Association's Board of Directors, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or the Bylaws to be exercised by the Board of Directors or respective owners of the Components.
15. To employ such legal counsel, accountants, architects and other agents, professionals or employees as may be deemed necessary for the protection and furtherance of the interest of the Association and of its members and to carry out the purpose of the Association.

ARTICLE VI MEMBERSHIP

Every person or entity who is the record owner of POP in the Building known as 505 on Fifth, as described in the Declaration, shall be a member of this Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from ownership of the POP. Membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land. The Declarant, Naples Fifth KC, LLC, a Kansas limited liability company, and/or its designated successors, shall also be a member.

ARTICLE VII VOTING RIGHTS

This Association shall have two (2) classes of voting memberships:

CLASS A: Class A Members shall be all of those owners as defined in Article VI with the exception of the Declarant, as subsequently identified. There shall be eight (8) votes allocated to the Residential Component and eight (8) votes allocated to the Commercial Component. When more than one (1) person holds an interest in any POP, all such persons shall be members, and the vote for such POP shall be exercised as they among themselves determine, but in no event shall more votes be cast with respect to any such POP than are allocated to it. The Bylaws may establish procedures for voting when title to a POP is held in the name of a corporation or more than one (1) person or entity. Class A membership shall be further divided into separate subclasses for the Residential Component and Commercial Component of the Building known as 505 on Fifth, as described in the Declaration and Supplements thereto. Such subclass shall include, as members thereof, the owners of POP located within any Component. The owner of each Residential Living Unit in the Building, or its equivalent, as hereafter set forth, will be entitled to one (1) vote. POP that is designated for commercial use will be allocated votes based on the relative number of square feet of building floor area, or fraction thereof within the POP such that the eight (8) votes allocated to the Commercial Component are fully distributed to its owners wholly or in fractions as the case may be.

CLASS B: There shall be one (1) Class B Member, the Declarant, Naples Fifth KC, LLC, a Kansas limited liability company and/or its designated successors. The Class B Member shall have twenty-four (24) votes in the affairs of the Association.

Notwithstanding any provisions to the contrary herein, the Declarant as the Class B Member, shall have the right to elect or, appoint a majority of the Board of Directors of the Association until the occurrence, of the first to occur of the following events:

1. The occurrence of the events that require turnover of control as provided by Florida Statute Chapter 720, as of the date the Declaration is recorded;
2. After Declarant has conveyed title to such percentage of the POP, or such date or event has occurred, as is set forth in the Governing Documents, and in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of POP; or
3. At any earlier time that the Declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership.

Upon the occurrence of the first of the foregoing events to occur, the then existing Class A members shall be obligated to elect the Board and assume control of the Association. The Class B membership shall also cease and convert to a Class A membership in respect to all POP owned by the Declarant at such time.

ARTICLE VIII DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be members of the Association. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be increased by the Bylaws, but shall never be less than three (3) Directors. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

David Harvey
11225 College Boulevard, Suite 120, Overland Park, Kansas 66210

Doug Weltner
4520 Main Street, Suite 1000, Kansas City, Missouri 64111

Angele Warwick
8716 Catalina Drive, Prairie Village, Kansas 66207

After Declarant ceases to be in control of the Board of Directors, the Board of Directors will be composed of five (5) members elected by Class A members. At that time, notwithstanding anything to the contrary, the members of the Residential Component and the members of the

Commercial Component, as defined in the Declaration, each as a subclass of the Class A membership shall each have the right to elect two (2) of the five (5) members of the Board. The fifth (5th) director will be elected by all Class A members at large. In the event that a deadlock were to result in the election of the fifth (5th) director by all Class A Members at large, the deadlock will be resolved in the following order: (i) the Declarant will cast the deciding vote so long as the Declarant is still the owner of some POP or (ii) the fifth (5th) director will be selected by the Commercial Component. Until the deadlock is resolved by one of the above methods, any existing fifth (5th) director who has been previously elected will remain in office until his or her successor is elected.

Unless contrary provisions are made by law, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected and installed. There shall be at each annual meeting of the Association an election of Directors which have not been previously elected by the members of the applicable subclass. Directors may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board.

Any meeting of the members or of the Board of Directors of the Association may be held within or without the State of Florida. Directors may be removed, and vacancies on the Board filled, in the manner provided in the Bylaws.

ARTICLE IX OFFICERS

The affairs of the 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 following its annual organization meeting, and shall serve at the pleasure of the Board or Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names, offices and addresses of the officers who shall serve until their qualified successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
David Harvey	President	11225 College Boulevard, Suite 120 Overland Park, Kansas 66210
Doug Weltner	Vice President	4520 Main Street, Suite 1000 Kansas City, Missouri 64111

Angele Warwick

Secretary
Treasurer

8716 Catalina Drive,
Prairie Village, Kansas 66207

ARTICLE X TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE XI INCORPORATOR

The name and address of the subscribing incorporator to these Articles is:

Brian J. Thanasiu, Esq,
Cheffy Passidomo, P.A.,
821 Fifth Avenue South, Suite 201
Naples, Florida 34102

ARTICLE XII 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:

1. 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.
2. 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.
3. A transaction from which the Director or Officer derived an improper personal benefit.
4. 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.

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. 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 Declarant.

ARTICLE XIII REGISTERED OFFICE

The address of the corporation's initial registered office is:

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

The name of this corporation's initial registered agent at the above address is:

Brian J. Thanasiu, Esq.

ARTICLE XIV BYLAWS

The Bylaws of this corporation may be altered, amended or rescinded by the members in the manner provided by the Bylaws.

ARTICLE XV AMENDMENTS


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

1. Prior to the recording of the Declaration among the Public Records of Collier County, Florida these Articles may be amended by a written instrument 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 such amendments. This Article X is intended to comply with Chapter 617, Florida Statutes

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

- a.) Proposal. Amendments to these Articles may be proposed by a majority of the Board, or by written petition to the Board signed by Members owning twenty-five percent (25%) of the votes of the Association.
- b.) Procedure. Upon any amendment or amendments to these Articles being properly proposed, a notice of the proposed amendment(s) shall be included in the notice of the members' meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.
- c.) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of the votes of each class of members present, or by approval in writing by an affirmative vote of two-thirds (2/3) of the votes of each class of members, without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the full text of the proposed amendment. Notwithstanding the foregoing, any proposal to amend the class or subclass membership structure and voting by subclasses to elect directors shall require the affirmative vote of two-thirds (2/3) of the votes of any affected class or subclass.
- d.) Effective Date. An amendment which is duly adopted shall become effective upon filing with the Florida Secretary of State and subsequent 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.


WHEREFORE, the incorporator has caused these presents to be executed this 17th day of May, 2019.



 Brian J. Thanasiu, 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.



Brian J. Thanasiu, Esq.

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 19 MAY 17 PM 1:59
 STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 TALLAHASSEE, FLORIDA