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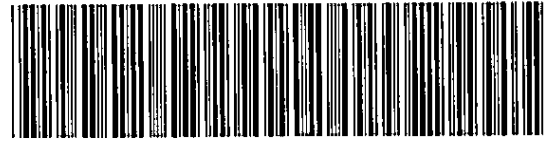
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 01 2020

W20-31481



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 24, 2020

STEVEN J. ADAMCZYK, ESQ.
6609 WILLOW PARK DRIVE, SECOND FLOOR
NAPLES, FL 34109

SUBJECT: ESPLANADE TRANSITION FUND, INC.
Ref. Number: W20000031481

We have received your document for ESPLANADE TRANSITION FUND, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 320A00006438

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ESPLANADE TRANSITION FUND, INC.**

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20 MAR 31 PM 1:02
CLERK OF CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA

Pursuant to Section 617.0202, Florida Statutes, the Articles of Incorporation of Esplanade Transition Fund, Inc., a Florida corporation not for profit, is hereby incorporated. The Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Esplanade Transition Fund, Inc., and its principal place of business address and mailing address is 8695 Amour Court, Naples, FL 34119.

ARTICLE II

PURPOSE AND POWERS: The purpose for which Esplanade Transition Fund, Inc. is organized is to provide an entity pursuant to Florida law to address the welfare and concerns of owners of property in Esplanade Golf & Country Club of Naples, Naples, Florida.

Esplanade Transition Fund, Inc. 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 earning of Esplanade Transition Fund, Inc. shall be distributed or inure to the private benefit of any member, Director, or officer. For the accomplishment of its purposes, Esplanade Transition Fund, Inc. shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate, including but not limited to the following:

- (A) to make and collect assessments against members of Esplanade Transition Fund, Inc. to defray the costs, expenses, and losses of Esplanade Transition Fund, Inc., and to use the funds in the exercise of its powers and duties;
- (B) to purchase directors and officer's insurance for the protection of Esplanade Transition Fund, Inc., its officers and directors;
- (C) to employ accountants, attorneys, architects, and other professional personnel to perform services on behalf of Esplanade Transition Fund, Inc.;
- (D) to borrow money as necessary to perform its functions hereunder.

All funds and the title to all property acquired by Esplanade Transition Fund, Inc. shall be held for the benefit of the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of Esplanade Transition Fund, Inc. shall be the record owners of a fee simple interest in one or more lots or units in Esplanade Golf & Country Club of Naples who choose to join and pay the annual membership fee as further provided in the Bylaws.
- (B) The Share of a member in the funds and assets of Esplanade Transition Fund, Inc. cannot be assigned.
- (C) For matters subject to consent or action by the members, the owners of each unit or lot who are members, collectively, shall be entitled to one vote in Esplanade Transition Fund, Inc. matters. The manner of exercising voting rights shall be as set forth in the bylaws.

ARTICLE IV

TERM: The term of Esplanade Transition Fund, Inc. shall be perpetual.

ARTICLE V

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

Martinn E. Winters
8695 Amour Court
Naples, FL 34119

The rights and interests of the incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VI

BYLAWS: The Bylaws of Esplanade Transition Fund, Inc. may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of Esplanade Transition Fund, Inc. shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors;
- (B) Directors of Esplanade Transition Fund, Inc. 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 Esplanade Transition Fund, Inc. 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 Esplanade Transition Fund, Inc., and shall serve at the pleasure of the Board.

ARTICLE VIII

BOARD OF DIRECTORS: The persons constituting the first Board of Directors shall be the following:

Martinn E. Winters	8695 Amour Court, Naples, Florida 34119
David Stauffer	8620 Amour Court, Naples, Florida 34119
Zachary L. Stamp	8899 Savona Court, Naples, Florida 34119

ARTICLE IX

REGISTERED AGENT: The street address of the initial registered office of Esplanade Transition Fund, Inc. is 6609 Willow Park Drive, Second Floor, Naples, Florida 34109 and the name of the initial registered agent of Esplanade Transition Fund, Inc. at that address is Steven J. Adamczyk, Esq.

ARTICLE X

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.
- (B) **Procedure.** Upon any amendment to these Articles being proposed by said Board members, such proposed amendment shall be submitted to a vote of the Board at a duly noticed Board meeting.
- (C) **Vote Required:** Except as otherwise required by Florida law, a proposed amendment shall be adopted if it is approved by at least a majority of the entire Board of Directors.
- (D) **Effective Date:** An amendment shall become effective upon filing with the Secretary of State.

ARTICLE XI

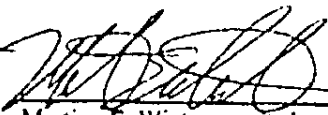
INDEMNIFICATION: To the fullest extent permitted by Florida law, Esplanade Transition Fund, Inc. shall indemnify and hold harmless every Director and every officer committee member or employee of Esplanade Transition Fund, Inc. against all expenses and liabilities, including attorney fees, actually and 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 may be a party because of his being or having been a Director or officer, committee member or employee of Esplanade Transition Fund, Inc. 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 Esplanade Transition Fund, Inc. in a proceeding by or in the right of Esplanade Transition Fund, Inc. to procure a judgment in its favor.

- (B) A violation of criminal law, unless the individual 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 individual 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 Esplanade Transition Fund, Inc. the foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which an individual may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24 day of February, 2020.


Martinn E. Winters, as its Incorporator

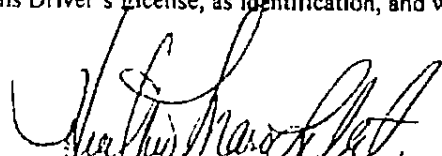
**STATE OF FLORIDA
COUNTY OF COLLIER**

Before me the undersigned authority, appeared, by means of physical presence, **Martinn E. Winters**, who is ☒ personally known to me or [] produced his Driver's License, as identification, and who was sworn and says that the foregoing is true.

Sworn to before me on February 24, 2020.

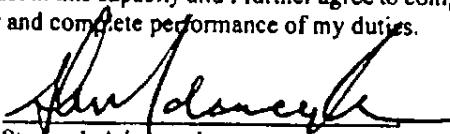


HEATHER MARIE LEBERT
MY COMMISSION # OG 047120
EXPIRES: November 14, 2020
Sole and Full State Notary Services


Notary Public, State of Florida
My Commission Expires: 11/14/2020

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Esplanade Transition Fund, Inc., at the place designated in these articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Steven J. Adamczyk
Date: _____

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TALLAHASSEE, FLORIDA