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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Tree Farm Master Association, Inc.**

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**ARTICLES OF INCORPORATION**  
**FOR**  
**TREE FARM MASTER ASSOCIATION, INC.**

**TABLE OF CONTENTS**  
**FOR**  
**ARTICLES OF INCORPORATION**  
**OF**  
**TREE FARM MASTER ASSOCIATION, INC.**

	<b><u>PAGE NO.</u></b>
ARTICLE I.....	1
<u>NAME</u> .....	1
ARTICLE II.....	1
<u>DEFINITIONS</u> .....	1
ARTICLE III.....	1
<u>PURPOSE AND POWERS</u> .....	1
ARTICLE IV.....	1
<u>MEMBERSHIP</u> .....	1
ARTICLE V.....	2
<u>TERM:</u> .....	2
ARTICLE VI.....	2
<u>BYLAWS</u> .....	2
ARTICLE VII.....	2
<u>DIRECTORS AND OFFICERS</u> .....	2
ARTICLE VIII.....	3
<u>AMENDMENTS</u> .....	3
ARTICLE IX.....	3
<u>INDEMNIFICATION</u> .....	3
ARTICLE X.....	4
<u>INCORPORATOR</u> .....	4
ARTICLE XI.....	4
<u>REGISTERED OFFICE AND REGISTERED AGENT</u> .....	4

**ARTICLES OF INCORPORATION****TREE FARM MASTER ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Tree Farm Master Association, Inc., and its address is c/o The Brookline Companies, LLC, 13920 58th St. N., Building 10, Suite 1014, Clearwater, Florida 33760, Attn: William B. Yeomans, Jr.

**ARTICLE II**

**DEFINITIONS:** The definitions set forth in Declaration of Covenants, Conditions and Restrictions for Tree Farm ("Declaration") shall apply to terms used in these Articles.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act ("Act") for the maintenance, repair, replacement and operation of the Surface Water Management System. 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, and 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 under the laws of the State of Florida, including those set forth in Section 617.0302 of the Act; and it shall have all of the powers and duties reasonably necessary to maintain and operate the Surface Water Management System pursuant to the Governing Documents as they may hereafter be amended.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Governing Documents. Prior to the termination, dissolution or final liquidation of the Association, the responsibility for the maintenance and operation of the Surface Water Management System shall be transferred to and accepted by an appropriate agency of local government that is acceptable to SFWMD. If such appropriate agency of local government does not accept the transfer, the Surface Water Management System shall be dedicated to a similar non-profit organization or entity that is acceptable to SFWMD.

**ARTICLE IV****MEMBERSHIP:**

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(A) The Members shall initially be the record Owners of a fee simple interest in one or more Parcels. However, in the event a Parcel is subjected to a restrictive covenant or declaration of condominium that provides for a homeowners or condominium association, the applicable Member Association shall be deemed the Member.

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

(C) The term "Voting Interest" means the voting rights distributed to the Members pursuant to the Governing Documents. The allocation of Voting Interests to the 4 Parcels is as follows: North Residential Parcel (33 Voting Interests); South Residential Parcel (33 Voting Interests); TBC Commercial Parcel (29 Voting Interests); and Addison Place Parcel (4 Voting Interests). If a Member Association is created, it shall be entitled to cast the number of votes allocated to the applicable Parcel. If a Parcel is subdivided, the resulting subdivided Parcels shall collectively have the same number of Voting Interests as the original Parcel. Prior to recording a subdivision plat, the Owner of the Parcel shall notify the Association with respect to the number of Voting Interests to be allocated to each of the resulting subdivided Parcels. However, if a Member Association is created for the subdivided Parcels, such notification shall not be necessary, as the Member Association shall cast all votes for the subdivided Parcels. It is in the intent of this provision that the total number of votes that may be cast on behalf of all Parcels shall not exceed 99; the total number of Voting Interests shall therefore be 99. The vote of a Parcel is not divisible. The manner of exercising voting rights shall be as set forth in the Association's Bylaws.

#### ARTICLE V

TERM: The term of the Association shall be perpetual.

#### ARTICLE VI

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

#### ARTICLE VII

##### DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of 3 Directors.

(B) Except with respect to the Addison Place Parcel, each Member (or the board of directors of a Member Association, if applicable), shall appoint one Director to represent the Parcel and shall provide written notification to the Association of such appointment, with the result that the North Residential Parcel, South Residential Parcel and TBC Commercial Parcel shall each have one Director on the Board of Directors. Each Member (or the board of Directors of a Member Association, if applicable) shall have the authority to remove the Director for the applicable Parcel and appoint his or her replacement.

(C) The business of the Association shall be conducted by the officers designated in the Association's Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members, and they shall serve at the pleasure of the Board of Directors.

The initial Directors are as follows:

William B. Yeomans, Jr.  
c/o The Brookline Companies  
13920 58th St. N.  
Building 10, Suite 1014  
Clearwater, FL 33760

Charlie Thomas  
c/o The Brookline Companies  
13920 58th St. N.  
Building 10, Suite 1014  
Clearwater, FL 33760

Nicole Smigliani  
c/o The Brookline Companies  
13920 58th St. N.  
Building 10, Suite 1014  
Clearwater, FL 33760

The initial Officers are as follows: William B. Yeomans, Jr., President; Nicole Smigliani, Vice President; and Charlie Thomas, Secretary/Treasurer.

#### ARTICLE VIII

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

(A) Proposal and Adoption. Amendments to these Articles may be proposed and adopted by a majority of the Board of Directors. No amendment shall be effective if it affects an Owner's voting rights, share of Assessments or alters any provision expressly made for a particular Owner's benefit, unless such Owner shall first provide its written consent and joinder.

(B) Effective Date. A copy of each amendment shall be attached to a certificate that the amendment was duly adopted, which certificate shall identify the Book and Page of the Public Records in which the Declaration is recorded, and shall be executed by the President or Vice President of the Association with the formalities of a deed. The amendment shall be effective when the certificate is recorded in the Public Records of Collier County, Florida and Articles of Amendment are recorded with the Florida Department of State.

#### ARTICLE IX

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 in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his

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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 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.

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.

#### ARTICLE X

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

William B. Yeomans, Jr.  
c/o The Brookline Companies  
13920 58th St. N.  
Building 10, Suite 1014  
Clearwater, FL 33760

#### ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

William B. Yeomans, Jr.  
c/o The Brookline Companies  
13920 58th St. N.  
Building 10, Suite 1014  
Clearwater, FL 33760

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation not for profit to do business in the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 30 day of April, 2020.

  
\_\_\_\_\_  
William B. Yeomans, Jr. Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

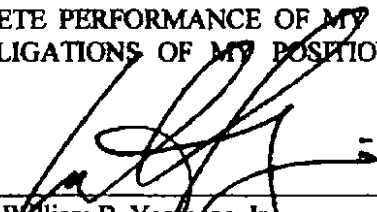
Tree Farm Master Association, Inc.

2. The name and address of the registered agent and office is:

William B. Yeomans, Jr.  
c/o The Brookline Companies  
13920 58th St. N.  
Building 10, Suite 1014  
Clearwater, FL 33760

  
\_\_\_\_\_  
William B. Yeomans, Jr., President  
DATE: 4.30.2020

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
William B. Yeomans, Jr.  
DATE: 4.30.2020