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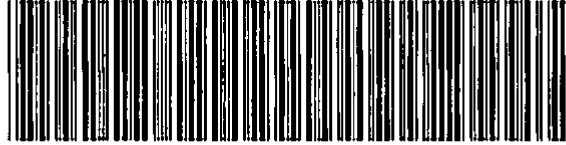
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239-649-7342 FAX

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ISLAND, FL 34146
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June 22, 2020

Via Federal Express No. 8153 7368 2439

Department of State
New Filing Section
Division of Corporations
Attn: James Harris
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: Antilles Master Association, Inc. Replacing
Document No. N17000010166**

Dear Mr. Harris:

In response to your enclosed letter of June 16th, I have spoken with
Hunter of your office.

Enclosed please find an Affidavit stating that the principals of the non-
for-profit corporation are the same as the previous filing for Document
Number N170000101166.

You received the money for filing these Articles of Incorporation with
my letter that I sent via Federal Express to you on June 5, 2020 under
Document Number W20000062212 (see attached).

Should you require anything further or have any questions regarding
the foregoing, please do not hesitate to contact me.

Sincerely yours,

Mark J. Woodward

MJW/nah
Enclosures as stated

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF COLLIER

I, Mark J. Woodward, who personally appeared before the undersigned Notary Public and, after being duly sworn, deposes and states as follows:

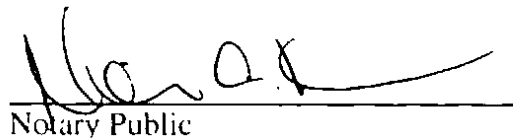
1. I am a licensed attorney in Florida, Florida Bar No. 309397.
2. My law firm represents the Developer of the Antilles Condominium Development and were listed as the registered agent on the original filing on October 9, 2017, Document Number N17000010166.
3. The previous not-for-profit corporation under Document Number N17000010166 did no business in Florida.
4. The attached Articles of Incorporation for Antilles Master Association, Inc. contain the same principals as the ones filed under Document Number N17000010166.

FURTHER AFFIANT SAYETH NAUGHT.

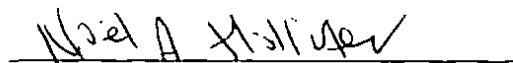


Mark J. Woodward

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 22nd day of June, 2020, by Mark J. Woodward, Esquire, who is personally known to me and did take an oath.

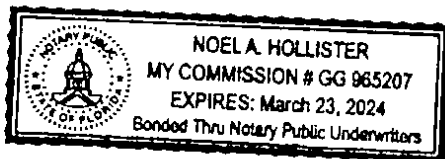


Notary Public



Printed Notary Name

My Commission Expires:



(SEAL)

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COLLIER COUNTY, FLORIDA

ARTICLES OF INCORPORATION
OF
ANTILLES MASTER ASSOCIATION, INC.

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CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT

I, the undersigned, being a natural person competent to contract, do hereby execute these articles in my capacity as incorporator of a corporation not for profit under the laws of the State of Florida, pursuant to the provisions of F.S. 718 (The Condominium Act) and Chapter 617 of the Florida Statutes providing for the formation of a corporation not for profit, with the powers, rights, privileges and immunities as hereinafter set forth.

I. NAME

1.1 The name of the corporation (hereinafter called "the Master Association") is Antilles Master Association, Inc.

II. REGISTERED OFFICE, REGISTERED AGENT

2.1 The initial principal office of the Association is 155 Indies Drive East, Naples, FL 34114.

2.2 The name of the initial registered agent for service of process and the address of the registered office is Mark J. Woodward, Esq., of Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103. The registered agent is authorized to accept service of process within this state upon the Association.

III. PURPOSE

3.1 The purpose and objects for which the Master Association is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617 of the Florida Statutes, together with any association under Chapter 718 of the Florida Statutes. As used herein, the term "corporation not for profit" means a corporation no part of the income of which is distributable to its members, directors and officers.

3.2 Without limiting the generality of the foregoing, the purposes for which the Association is organized shall include maintenance, preservation, administration, operation, and management of a planned residential community to be known as "Antilles" formed pursuant to the Declaration of Covenants, Conditions and Restrictions for Antilles to be executed and recorded in the office of the Clerk of the Circuit Court of Collier County, Florida.

IV. ASSOCIATION MEMBERSHIP

4.1 Each owner of a Condominium Unit within the Antilles Development shall have appurtenant to his ownership interest a membership in the Master Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit, except that no person or entity holding title to a Unit as security for the performance of an obligation shall acquire the membership appurtenant to such Unit by virtue of such security interest. In no event may any membership be severed from the Unit to which it is appurtenant. Membership in the Master Association shall cease and terminate upon the sale, transfer or disposition of the member's ownership interest in his Condominium Unit.

4.2 As used in this Articles of Incorporation, the Bylaws and the Declaration of Covenants, Conditions and Restrictions for Antilles, the term "Unit Owners" shall be synonymous with the term "members" when referring to the members of the Association.

V. VOTING RIGHTS OF UNIT OWNERS

5.1 The owner of each unit may cast one (1) vote for each Unit owned by such Unit Owner, provided, however, in the event that Unit is owned by more than one person, the persons owning said Unit are entitled to cast a single vote in the manner provided for in the Master Association Bylaws. The right to vote may not be denied because of delinquent assessments.

VI. MEETINGS OF UNIT OWNERS

6.1 Annual meetings of Unit Owners shall be held on the date as specified in the Master Association Bylaws; provided, however, that the meeting at which the Unit Owners other than Declarant become entitled to elect a majority of the Board of Directors, shall be deemed to be the annual meeting in respect of said year, and with respect to said year, it shall not be necessary that an annual meeting be held on the date specified in the Master Association Bylaws. An annual meeting shall be held no less than once a year, regardless of the date in which the Turn-over Meeting occurs or the date in which fifteen percent (15%) of the Units have closed and in which Unit Owners, other than the Declarant, are entitled to elect one member to the Board of Directors. The Declarant's rights to retain control of the Master Association as provided by F.S. 718.301(1) is fully set forth in Article II Section 2.2B of the Bylaws.

VII. DIRECTORS

7.1 The Master Association shall initially be governed by a Board of Directors consisting of three (3) persons. The names and addresses of the Directors who are to serve until the first annual meeting of Unit Owners, or until their successors qualify and are elected are: Dennis R. Albaugh, Matt Meredith and Jason Loutsch, all at 155 Indies Drive East, Naples, FL 34114.

7.2 The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article II of the Master Association Bylaws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

VIII. OFFICERS

8.1 The officers of the Master Association who are accountable to the Board of Directors shall be: President, one or more Vice Presidents, a Secretary, and a Treasurer. Officers shall be elected annually by the Board of Directors.

8.2 The names of the officers who are to serve until the first election of officers are: Jason Loutsch, President, Matt Meredith, Vice President, and Dennis R. Albaugh, Secretary/Treasurer.

IX. BYLAWS

9.1 The Bylaws of the Master Association shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with the provisions thereof, except that no portion of the Bylaws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Declarant or Owners of Units or mortgagees of units without their prior written consent.

X. DURATION

10.1 The period of duration of the Master Association is perpetual, unless sooner terminated pursuant to the provisions of the Declaration of Covenants, Conditions and Restrictions for Antilles or pursuant to the provisions of the laws of the State of Florida.

XI. NO STOCK

11.1 Although the Master Association is a corporation, the Master Association shall not have or issue shares of stock and/or certificates of membership, nor will it ever provide for nonmember voting.

XII. INCORPORATOR

12.1 The name and address of the incorporator is: Mark J. Woodward, 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103.

XIII. POWERS

13.1 The Master Association shall have and may exercise any and all rights, privileges, and powers set forth in Chapters 617 and 718 of the Florida Statutes, together with those powers conferred by the aforesaid Declaration of Covenants, Conditions and Restrictions of Antilles and any and all Bylaws of the Master Association. Without limiting the generality of the foregoing, the Master Association shall have the following powers:

(a) To determine, levy, collect and enforce payment by any lawful means of all assessments for common expenses and pay such common expenses as the same become due.

(b) To borrow money and secure said loan with a pledge of assessments from Unit Owners on the vote of seventy-five percent (75%) of the Board of Directors.

(c) To dedicate or otherwise transfer a portion of the Common Elements to a condemning authority as provided in Section 11.7 of the Bylaws.

(d) To establish Bylaws and Rules and Regulations for the operation of the Master Association and to provide for the formal administration of the Master Association; to enforce the Condominium Act of the State of Florida, the Declaration of Covenants, Conditions and Restrictions of Antilles, the Bylaws and the Rules and Regulations of the Master Association.

(e) To contract for the management of the Master Association.

(f) To grant easements upon a vote of either fifty-one percent (51%) of the members or the unanimous consent of the Board of Directors. Notwithstanding the foregoing, in addition to the rights reserved by Declarant in Section 9.3 of the Declaration of Covenants for Antilles, the Declarant as long as Declarant owns any property within the Antilles property (including but not limited to Common Areas, Condominium Units, etc.) may grant access, utility or other easements across Tract P-1 or other Antilles Common Areas for: (i) annexation of Additional Property as provided in Section 13.7A of the Declaration of Covenants, Conditions and Restrictions for Antilles and/or (ii) to provide for the Ancillary Membership of the Antilles Clubhouse as provided in Section 13.7B of the Declaration of Covenants, Conditions and Restrictions for Antilles.

XIV. AMENDMENT

14.1 Until membership of the Master Association consists of members other than the Declarant, these Articles of Incorporation may be altered or amended at any regular or special meeting of the Board of Directors upon a resolution adopted by a majority of the Directors. After the membership includes members other than the Declarant, these Articles of Incorporation may be altered or amended at either the annual or a special meeting of the voting Unit Owners, provided that:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Unit Owners.

(b) Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Unit Owners, written notice setting forth the proposed amendment or of the changes to be effected thereby shall be given to each Unit Owner. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting;

(c) At such meeting, a vote of the Unit Owners shall be taken on the proposed amendment. A proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the voting interests in person or by proxy at a duly called meeting at which a quorum is present.

(d) If all the Directors and the Unit Owners which constitute a majority of the voting interests sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though Section 14(a) through 14(c) had been satisfied.

(e) Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval of the membership, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees have been paid.

(f) No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by four-fifths of the voting interests. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions for Antilles, Florida Statutes 718 or Florida Statutes 617.

ARTICLE XV - INDEMNITY

Every director and every officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any business of the Master Association or any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Master Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged by a court of competent jurisdiction to be guilty of willful misconduct in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such director or officer may be entitled.

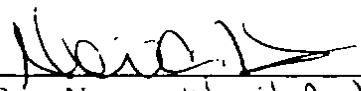
I, THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, supra, do hereby subscribe to these Articles of Incorporation and have hereunto set my hand and seal this 5th day of June, 2020.



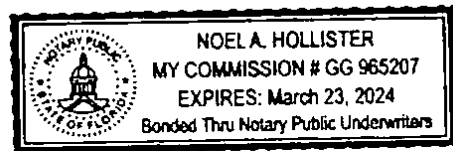
Mark J. Woodward

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5th day of June, 2020, by Mark J. Woodward, who is personally known to me and who did not take an oath.



Print Name: Noel A. Hollister
Notary Public
Commission No. _____
My Commission Expires: _____




(SEAL)

ACKNOWLEDGMENT BY REGISTERED AGENT

Mark J. Woodward, Esquire, of Woodward, Pires & Lombardo, P.A., having been named in these Articles of Incorporation to accept service of process for the above-named Corporation at the address designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

WOODWARD, PIRES & LOMBARDO,
P.A.

By: 
Mark J. Woodward, Esquire

This instrument prepared by:
Mark J. Woodward, Esquire
Woodward, Pires & Lombardo, P.A.
3200 Tamiami Trail North, Suite 200
Naples, Florida 34103
Telephone: (239) 649-6555