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WILD BLUE AT WATERSIDE

HOMEOWNERS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
WILD BLUE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I
Corporate Name

The name of the corporation is WILD BLUE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
Address

The initial mailing address of the Association shall be 2639 Professional Circle, Suite 101, Naples, Florida 34119. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III
Definitions

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Master Declaration of Covenants, Conditions and Restrictions of Wild Blue at Waterside (the "Declaration"), as it may be amended from time to time.

ARTICLE IV
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as described in the Declaration) according to the provisions of the Declaration and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not-for-profit organized under the laws of the State of Florida including, without limitation, those set forth in Chapter 617, Florida Statutes (as existing or as may be amended from time to time) including, without limitation those set forth in Section 617.0302, Florida Statutes, that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Property and recorded or to be recorded in the Public Records of Manatee and Sarasota Counties, Florida, these Articles of Incorporation and the Bylaws of the Association, all as may be amended from time to time as therein provided, including, but not limited to, the power and authority to contract for services and the power and authority to assess Members for all expenses incurred in connection with maintaining and operating the Surface Water Management System and Stormwater Management System and the right to enforce that assessment pursuant to the imposition of liens. The Declaration is specifically incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(d) To promote the health, safety and, social welfare of the owners of all lots located within Wild Blue at Waterside, a planned community within Manatee and Sarasota Counties, Florida.

(e) To maintain, repair and operate the property of the Association, including to maintain all portions of the Property and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declaration.

(f) To contract for the operation and maintenance of the Common Areas or Surface Water Management System and Stormwater Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(g) To operate and maintain the Surface Water Management System and Stormwater Management Systems, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Surface Water Management System and Stormwater Management System shall be operated, maintained and managed in a manner consistent with the District's permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Management System and Stormwater Management System. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Surface Water Management System and Stormwater Management System.

(h) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Owners.

(i) To reconstruct improvements after casualty and make further improvements upon the property.

(j) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto or established from time to time.

(k) To employ personnel to perform the services required for proper operation and maintenance of the property dedicated to the Association and any corresponding infrastructure.

(l) To 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 association.

(m) To sue and be sued and appear and defend all actions and proceedings in its corporate name.

(n) To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

ARTICLE V

Term/Dissolution

The term for which the Association is to exist is perpetual unless the Association is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the Association shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the Properties containing the Surface Water Management System or Stormwater Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility acceptable to South West Florida Water Management District. If the Surface Water Management System or Stormwater Management System are not accepted by governmental or public utility, then they shall be conveyed to a nonprofit corporation similar to the Association. Furthermore, subject to the terms of the Declaration, in the event the Association is dissolved, commercially reasonable efforts will be made to transfer ownership, operation and maintenance obligations of the Association to a similar non-profit organization. Such ownership, operation and maintenance obligations will include but not be limited to any obligations or rights connected with any dedicated property or infrastructure, lake tracts, lake maintenance or drainage easements, rights-of-way, roads, streets or access easements, utility easements/tracts or facilities, conservation or preservation easements/areas, common landscape areas, recreational areas, common areas and/or any other property owned by or dedicated to the Association.

ARTICLE VI

Board of Directors

The Association shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The number of Directors may be changed by amendment of the Bylaws of the Association. The members of the Board of Directors shall be elected in accordance with the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

Erica Lolli	c/o SDWB Waterside, LLC 2639 Professional Circle, Suite 101 Naples, FL 34119
Drew Kowalczyk	c/o SDWB Waterside, LLC 2639 Professional Circle, Suite 101 Naples, FL 34119
Jason Sawyer	c/o SDWB Waterside, LLC 2639 Professional Circle, Suite 101 Naples, FL 34119

ARTICLE VII Officers

The affairs of the Association are to be administered by a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may be designated from time to time by the Directors or as otherwise provided for in the Bylaws of the Association. All Officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the Association and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualify.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the Association are the following:

Erica Lolli	President
Drew Kowalczyk	Vice President
Jason Sawyer	Secretary/Treasurer

ARTICLE VIII Membership/Voting Rights

(a) **Membership Generally.** No person except an Owner or a Declarant, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and the Declarant, regardless of whether a Declarant is also an Owner, shall be either Class "A", Class "B" or Class "C" members of the Association, as provided in this Article.

(b) **Classes of Membership.** The Association shall have three (3) classes of membership, Class "A", Class "B", and Class "C" as described in this Article.

(c) **Class "A".** Class "A" Members shall be all Owners, with the exception of the Declarant and Builders. Each Class "A" membership shall be appurtenant to the Unit and shall be transferred automatically by a conveyance of record title to such Unit. Class "A" Members shall be entitled to one (1) equal vote for each Unit owned in the Community. When more than one (1) person holds an ownership interest in any Unit, all such persons shall be Members, provided that only one vote may be cast on behalf of all such Members holding an ownership interest in any one Unit. The vote for such Unit shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Unit's vote shall be suspended in the event more than one (1) person seeks to exercise it. No person other than an Owner may be a Class "A" member of the Association, and a Class "A" membership may not be transferred except by a transfer of record title to the Unit to which it is appurtenant.

(d) **Class "B".** The sole Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or withhold approval of actions proposed under this Declaration and the Bylaws, are specified elsewhere in the Declaration and the Bylaws. The Class "B" Member may appoint a majority of the members of the Board prior to the Turnover Date. Following the Turnover Date, the Declarant shall have a right to disapprove actions of the Board and committees as provided in the Bylaws. Additionally, prior to the Turnover Date, the Class "B" Member shall be entitled to ten (10) votes for each Unit owned. After the Turnover Date, the Declarant shall be entitled to one (1) vote for each Unit owned, and shall be entitled to all rights and privileges associated with Class "B" membership in addition to all rights reserved to the Declarant as enumerated in the Declaration, these Articles of Incorporation, and the Bylaws.

The Class "B" Membership shall terminate upon the earlier of:

(i) Three (3) months after ninety percent (90%) of the Units in the Community that will ultimately be operated by the Association have been conveyed to Owners other than Declarant or a Builder, as provided in the Declaration.

(ii) Twenty (20) years after the date on which the Declaration is recorded in the public records of Manatee and Sarasota Counties, Florida; or

(iii) When, in its discretion, the Declarant so determines and declares in a recorded instrument.

(e) Class "C". Class "C" Members shall be all Builders, each of which shall have one (1) vote for each Unit owned thereby or which has been allocated to a tract owned thereby, subject to increase for Unit (actual or allocated) acquired by the Builder and to decrease for those conveyed to Class "A" Members or others. Class "C" Members owning Lots in a Neighborhood in which there are also Class "A" Members shall participate in Neighborhood Committee elections in the same manner as such Class "A" Members. All Builders owning Lots shall be Class "C" Members of the Association and shall have all rights, benefits, duties and obligations pertaining to such class of membership. A Builder shall have one (1) vote for each Unit owned by or allocated to it and shall pay the same rate of Assessment on each such Lot as would any Class "A" Member/Owner.

ARTICLE IX No Stock

This Association shall never have nor issue any shares of stock, nor shall this Association distribute any part of the income of this Association, if any, to its Members, Directors or Officers. However, the Association shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, or shall the Association be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

ARTICLE X Indemnification

The Association shall indemnify all persons who may serve or who have served at any time as Director or Officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a Director or Officer of the Association, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

ARTICLE XI Interests of Officers or Directors

In the absence of fraud, no contract or other transaction between this Association or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association has a pecuniary interest or otherwise interested in, or is a director,

member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XII

Bylaws

The Bylaws of this Association are to be made and adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided in the Bylaws.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of this Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until termination of the Class "B" Membership, any changes in the Articles of Incorporation may be made by a majority vote of the Board of Directors. Any proposed amendment to these Articles, which would affect the Surface Water Management System and Storm Water Management System (including environmental conservation areas and the water management portions of the Common Elements), must be submitted to the District or its successors for a determination of whether the amendment necessitates a modification of the applicable permit

ARTICLE XIV

Conflict

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein.

ARTICLE XV

Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

Erica Lolli
2639 Professional Circle, Suite 101
Naples, Florida 34119

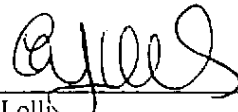
ARTICLE XVI

Registered Office and Agent

The street address of the initial registered office of this corporation is **2639 Professional Circle, Suite 101, Naples, Florida 34119**, and the name of the initial registered agent of this corporation is **Erica Lolli**. The registered agent of the Association shall maintain copies of all further permitting actions for the benefit of the Association.

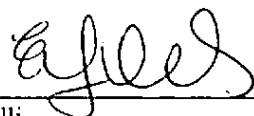
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1st day of December, 2022.

By: 
Erica Lolli

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Erica Lolli

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