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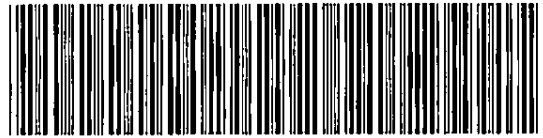
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MARCO SHORES COMMUNITY ASSOCIATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Christopher J Thornton, Thornton Law Firm, PLLC

Name (Printed or typed)

100 Aviation Dr S Suite 106

Address

Naples FL 34104

City, State & Zip

239-649-4900

Daytime Telephone number

cthorton@swflalaw.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION OF
MARCO SHORES COMMUNITY ASSOCIATION, INC.
(a Florida not for profit corporation)**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation for Marco Shores Community Association, Inc., a Florida corporation not for profit, are adopted as follows:

ARTICLE I – NAME.

The name of this corporation is Marco Shores Community Association, Inc. For convenience this corporation shall be herein referred to as the "Association".

ARTICLE II – ADDRESS.

The street address of the initial principal office and the mailing address of the Association is 69 Queen Palm Drive, Naples FL 34114, and as may from time to time be designated by the Board of Directors.

ARTICLE III - PURPOSE AND POWERS.

This Association is not organized or operated for profit and is operated exclusively for the promotion of social welfare. The purpose of this Association is (i) to promote community and educational improvement, (ii) to promote and protect the peace, quiet, happiness and standards of living of the members of the Association and the neighborhood in which members reside, (iii) to undertake the performance of, and to carry out the acts and duties incident to, the promotion of the well-being the members may desire to undertake for the betterment of the community in which members reside and of the members and the neighborhood in which they reside, (iv) to own, operate, lease, sell, trade and otherwise deal with property, whether real or personal, as may be necessary or convenient in the administration of the Association and in keeping with the stated purpose of this Association, and (v) to promote any charitable, benevolent, historic, educational, social or scientific ends which the members may desire to undertake for the betterment of community in which the members reside.

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.

The Association shall have all of the common law and statutory powers of a corporation not for profit, all of the powers reasonably necessary to implement the purposes of the Association, and the powers as further specified by the Bylaws of the Association, including but not limited to the following powers:

To make, establish and enforce reasonable rules and regulations.

To make and collect membership dues or other assessments from the members, to defray the costs, expenses and losses of the Association, and to use and expend the proceeds of such dues or

assessments in the exercise of the powers and duties of the Association.

To enforce, by legal means, the provisions of the Bylaws, the rules and regulations, and all documents referred to in these Articles of Incorporation.

To acquire and enter into agreements whereby its acquires, leaseholds, memberships or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association, subject to the limitations imposed by Internal Revenue Service regulations applicable to not for profit community organizations, the Bylaws and these Articles of Incorporation.

To employ counsel and appear in suits at law or in equity as plaintiff, defendant or intervenor whenever necessary to accomplish any purpose of this Association, and to expend the funds of this Association to defray the reasonable costs and expenses of any of the aforesaid activities under the direction of the Board.

To promote any charitable, benevolent, historic, educational, social or scientific ends which the members may desire to undertake.

ARTICLE IV - MEMBERSHIP.

Membership in the Association shall be voluntary and open to all tenants and residents of Marco Shores as further described in the Bylaws of the Association. Procedures for admission to membership shall be specified in the Bylaws of the Association.

ARTICLE V – TERM.

The term of the Association shall be perpetual.

ARTICLE VI – BYLAWS.

The Board shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII – DIRECTORS AND OFFICERS.

The affairs of the Association 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. The number of Directors shall be between three (3) and seven (7). The Directors other than the initial directors shall be elected by the members at the annual meeting, and shall serve until the next election of Directors as called for in the Bylaws. Initial directors Adamson, Diloia, and Naughton shall serve for a term of 3 years following the first annual meeting. Initial director McSherry shall serve for a term of 2 years following the first annual meeting. At the first annual meeting, three new directors shall be elected, and the director elected with the highest number of votes shall serve for a term of 2 years, and the two directors elected with the second and third highest number of votes shall serve for a term of one year. After the election at the first annual meeting, directors

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MARSHALL COUNTY, MISSISSIPPI

shall be elected for staggered terms of three (3) years. Vacancies on the Board shall be filled in the manner provided by the Bylaws. The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board at its organizational meeting after the election, and they shall serve at the pleasure of the Board. Directors must be members of the Association, or the spouse of a member. Directors elected at the annual meeting shall continue to serve until their successors have been duly appointed or elected and shall qualify. Directors may be removed for good cause shown. The initial directors and officers shall consist of four (4) directors, a President, Vice President, Secretary and Treasurer, as follows:

Lewis Adamson	Director, President 69 Queen Palm Drive Naples FL 34114
Patrick Diloia	Director, Vice President 69 Queen Palm Drive Naples FL 34114
Patricia Naughton	Director, Treasurer 69 Queen Palm Drive Naples FL 34114
Sandra McSherry	Director, Secretary 69 Queen Palm Drive Naples FL 34114

ARTICLE VIII – INDEMNIFICATION.

A. Indemnity. The Association shall indemnify any Officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and committee members as permitted by Florida law.

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TALAHASSEE

B. Defense. To the extent that a Director, Officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section I above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article VIII.

D. Miscellaneous. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person. By way of clarification and not of limitation, the indemnification provided by this Article VIII is intended to include any legal action by a member against a Director.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

ARTICLE IX – AMENDMENTS.

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

A. Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each voting member at least fourteen (14) days prior to the meeting.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board or by 10% of the voting members of the Association. Resolutions proposing adoption of amendments must be adopted by not less than a majority of the votes of the voting members present and voting in person or by proxy at the meeting at which such resolution is considered.

C. No amendment shall make any changes in the qualifications for membership or the voting rights of members without approval by 80% of the voting members present and voting in person or by proxy at the meeting at which the change is considered.

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JANUARY 11, 2024

D. A copy of each amendment shall be filed with the Florida Secretary of State Division of Corporations.

ARTICLE X – REGISTERED OFFICE AND REGISTERED AGENT.

The name and Florida street address of the initial registered agent is:

Lewis Adamson
28 Queen Palm Drive
Naples FL 34114

address of the initial registered office and the name and address of the initial registered agent shall be as indicated In the State of Florida Corporation Annual Reports submitted by the Association.

ARTICLE XI – INCORPORATOR.

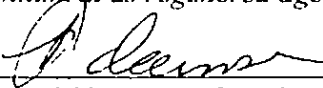
The name and address of the Incorporator is:

Lewis Adamson
28 Queen Palm Drive
Naples FL 34114

ARTICLE XII - EFFECTIVE DATE.

The effective date is the date of filing.

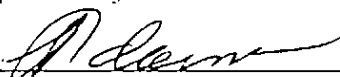
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature of Registered Agent

2/13/23
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

2/13/23
Date

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