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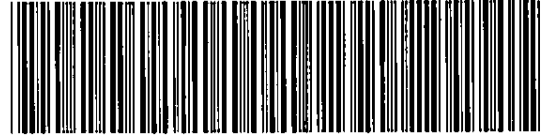
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INC

1. **SALTLEAF ON ESTERO BAY COMMUNITY ASSOCIATION, INC.**

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

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2024 APR -4 PM 1:40
TALLAHASSEE, FL
STATE

ARTICLES OF INCORPORATION
OF
SALTLEAF ON ESTERO BAY COMMUNITY ASSOCIATION, INC.
(A Florida Corporation Not for Profit)

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, *Florida Statutes*, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

NAME AND LOCATION

The name of this corporation shall be Saltleaf on Estero Bay Community Association, Inc. (hereinafter referred to as the "Community Association"), and its initial office for the transaction of its affairs shall be 2210 Vanderbilt Beach Road, Suite 1300, Naples, FL 34109.

PURPOSES

This Community Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Community Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Community Association in furtherance of one or more of its purposes. The general purpose of this Community Association is to promote the common interests of the property owners in Saltleaf on Estero Bay (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Community Association contemplated in the Community Declaration for the Community recorded or to be recorded in the public records of Lee County, Florida, as may be amended or supplemented from time to time (hereinafter referred to as the "Community Declaration"), which purposes shall include, but not be limited to, the following:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Community Association as set forth in the Community Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Community Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Community Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Community Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

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LEE COUNTY
FLORIDA
SECRETARY OF STATE

MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Each Neighborhood Association and each Owner of a Non-Residential Parcel shall be or become a Member. No person or entity other than a Neighborhood Association or an Owner of a Non-Residential Parcel may be a Member.

If more than one person owns a fee interest in any a Non-Residential Parcel, all such persons are Members, but there may be only one vote cast with respect to such a Non-Residential Parcel. Such vote may be exercised as the co-Owners of the Non-Residential Parcel determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-Owner of the Non-Residential Parcel must file a certificate with the secretary of the Community Association naming the voting co-Owner entitled to vote at such meeting, unless such co-Owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded.

B. Classes of Membership and Voting; Transfer of Control. The Community Association shall have 3 classes of voting membership - Class A, Class B and Class C, as defined and set forth in the Declaration and the By-Laws. Voting shall be accomplished in accordance with the By-Laws. There shall be no cumulative voting for directors or any other matters.

Class C membership shall cease to exist and shall be deemed to be converted into Class A or Class B membership (depending upon the nature of the lands owned) upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Declarant waives in writing its right to Class C membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class C membership, all provisions of the Community Declaration, these Articles of Incorporation, or the By-Laws referring to Class C membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership pertaining to the Non-Residential Parcels is appurtenant to the Non-Residential Parcel upon which it is based and is transferred automatically by conveyance of title to that Non-Residential Parcel whether or not mention thereof is made in such conveyance of title.

TERM OF EXISTENCE

The Community Association shall have perpetual existence. However, should the Community Association be terminated, dissolved or liquidated, the Surface Water Drainage and Management System will be transferred to and maintained by one of the entities identified in Sections 12.3.1(a) through (f) of the South Florida Water Management District's Applicant Handbook Volume I ("Handbook"), which entity shall have the powers listed in Sections 12.3.4(b)1. through 8. of the Handbook, the covenants and restrictions required in Sections 12.3.4(c)1. through 9. of the Handbook, and the ability to accept responsibility for the operation and routine custodial maintenance of the Surface Water Drainage and Management System described in the Community Declaration and in Section 12.3.4(d)1. or 2. of the Handbook prior to the Community Association's termination, dissolution or liquidation. The South Florida Water Management District shall approve such entity prior to such termination, dissolution or liquidation of the Community Association. Further, for purposes of clarity, the South Florida Water Management District shall have the right to take enforcement measures in accordance with Section 12.3.4(c)(8) of the Handbook.

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Craig Klingensmith
2210 Vanderbilt Beach Rd, Suite 1300
Naples, FL 34109

MANAGEMENT

The affairs of the Community Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Community Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be directors. An officer or a director must be a Member, except that the directors elected or appointed by the Class C Members need not be Members and may be the officers and/or employees of Declarant. Subsequent to Transfer of Control, the officers and directors shall not be required to be Members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws.

Notwithstanding the foregoing:

the Class C Members shall have the right to elect all directors as long as there shall be Class C membership, except that Class A Members shall be entitled to elect at least one member of the Board of Directors (but not a majority of the directors until Transfer of Control has occurred) if 50% of the Lots, Units and Parcels in all phases of the Community which will ultimately be operated by the Community Association have been conveyed to the Class A Members; and

subsequent to Transfer of Control, (1) the Owner of the Saltleaf Golf Preserve Parcel shall be entitled to appoint one (1) director, which individual shall serve at the pleasure and direction of the Owner of the Saltleaf Golf Preserve Parcel; and (2) the Owner of the Marina Parcel shall be entitled to appoint one (1) director, which individual shall serve at the pleasure and direction of the Owner of the Marina Parcel.

INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Craig Klingensmith, President
Stephen Wilson, Vice-President
Brian Simper, Secretary/Treasurer

INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Community Association shall be three (3) and the names and addresses of the members of such current Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Craig Klingensmith	2210 Vanderbilt Beach Road, Suite 1300 Naples, FL 34109
Stephen Wilson	2210 Vanderbilt Beach Road, Suite 1300 Naples, FL 34109
Brian Simper	2210 Vanderbilt Beach Road, Suite 1300 Naples, FL 34109

BY-LAWS

The By-Laws have been adopted by the Board of Directors, as constituted under Article VIII above, at an organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

AMENDMENTS

Prior to Transfer of Control, amendments to these Articles of Incorporation shall be approved and adopted by (i) Declarant or (ii) the Board of Directors, without any requirement or necessity for a vote of the Community Association membership or for consent by any party, except as may be otherwise specifically required herein or by applicable law.

Subsequent to Transfer of Control, amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by *Florida Statutes* for the giving of notice of meetings of Members. 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 Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (i) a majority of the total eligible votes of the Class A Members and Class B Members, and (ii) the Class C Member.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots, Units or Parcels in the Community, and (b) no amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the WMD.

REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, *Florida Statutes*, the name and address of the Initial Registered Agent for service of process upon the Community Association is:

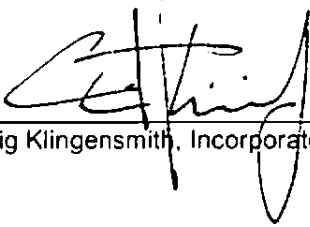
Lisa Van Dien
2210 Vanderbilt Beach Rd, Suite 1300
Naples, FL 34109

The preceding address is also the address of the registered office of the Community Association.

DEFINED TERMS

Capitalized terms used and not otherwise defined herein have the meanings given to such terms in the Community Declaration.

Dated this 3rd day of April, 2024.



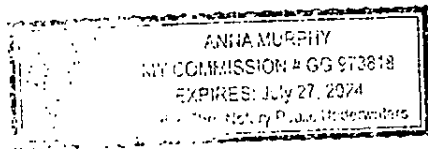
Craig Klingensmith, Incorporator

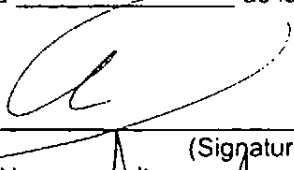
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization this 3rd day of Apr., 2024, by Craig Klingensmith, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He ☒ is personally known to me or ☐ has produced _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)





(Signature)
Name Anna Murphy
(Legibly Printed)
Notary Public, State of Florida

(Commission Number, if any)

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PM 1:40

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Saltleaf on Estero Bay Community Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of his position as registered agent.



Lisa Van Dien