

NEW DOCUMENT 3294

Monique C. Conroy  
(Requestor's Name)  
 c/o J. Thomas Conroy III  
(Address)  
 9175 Sixth Ave. SE  
(City, State, Zip) (Phone #)  
 Naples, FL 33940

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7/10/95

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Examiner's Initials	
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## ARTICLES OF INCORPORATION

OF

### VICTORIA SHORES MASTER ASSOCIATION, INC.

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by **VICTORIA PARK DEVELOPMENT CORPORATION OF SOUTHWEST FLORIDA, L.C.**, a Limited Liability Company, as sole incorporator, for the purposes set forth below.

#### ARTICLE I

NAME: The name of the Corporation is VICTORIA SHORES MASTER ASSOCIATION, INC., and its address is 108 Huntington Drive, Naples, Florida 33942.

#### ARTICLE II

PURPOSE AND POWERS: The purpose for which the Corporation is organized is to provide an entity for the ownership, maintenance and operation of certain recreational and common facilities for the VICTORIA SHORES COMPLEX, located in Naples, Collier County, Florida. The VICTORIA SHORES COMPLEX consists of the land described in Exhibit "E-1" to these Articles and the improvements to be constructed thereon.

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of these Articles of Incorporation and the By-Laws. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the By-Laws, including without limitation to the following:

- A. To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain, including the land described in Exhibit "E-2" attached hereto.
- B. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon lands owned by the Corporation or under the Joint Usage and Cross Easement Agreement, and upon lands which the Corporation is responsible to maintain, including, without limitation, swimming pools, tennis courts, common roads and streets, and parking areas (both covered and not covered) and other structures for the use of the Corporation's members and their respective unit owners.
- C. To landscape all lands owned by the Corporation, and all lands which the Corporation is responsible to maintain, and to contribute to the artistic and architectural building and construction standards of all lands owned or maintained by the Corporation, and all buildings and improvements situate, lying and being within that area of Collier County, Florida, described in Exhibit "E-2" hereto.
- D. To make available to the members of the Corporation and their respective unit owners, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the members and their respective unit owners.

- E. To assess against the members of the Corporation, fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set forth herein and in the By-Laws of the Corporation, and such other purposes as may be allowed by law.
- F. To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation, whether at the time owned or thereafter acquired.
- G. To participate in mergers and consolidations with other non-profit corporations organized for the operation of property within the VICTORIA SHORES COMPLEX, or the VICTORIA LAKES COMPLEX, or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of one hundred percent (100%) of the members.
- H. To construct on the lands owned by the Corporation a manager's office or residence, or to purchase a dwelling unit within the VICTORIA SHORES COMPLEX for such purpose, if deemed desirable by the Board of Directors.

### ARTICLE III

#### MEMBERSHIP:

- A. The members of this Corporation shall be all the Florida non-profit corporations ("Associations") which are actually created for the purpose of operating a residential condominium or other multi-unit residential development located within the VICTORIA SHORES COMPLEX. If any of the member Associations is voluntarily dissolved (except incident to a merger with this corporation), that Association's right to membership shall be transferred to another corporation, or to a trustee, which shall have and exercise such Association's membership rights, obligations and privileges as long as this Corporation exists.
- B. Whenever a vote of the members is required, each member Association shall be entitled to one vote in Corporation matters for each dwelling unit within that Association. The manner of exercising voting rights shall be as set forth in the By-Laws.
- C. The share of a member Association in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the member Association operates.

### ARTICLE IV

#### DIRECTORS AND OFFICERS:

- A. The affairs of the Corporation shall be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors may be, but do not have to be, officers or directors of their respective Associations.

- B. Directors shall be appointed or elected by the member Associations in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- C. The business of the Corporation shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its annual organizational meeting and shall serve at the pleasure of the Board.

#### ARTICLE V

TERM: The term of the Corporation shall be perpetual.

#### ARTICLE VI

BY-LAWS: The By-Laws of the Association shall be the By-Laws as adopted from time to time. The By-Laws may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VII

##### AMENDMENTS:

- A. These Articles of Incorporation may be altered or amended at any regular or special meeting of the members, provided that: (1) written notice of the meeting is given in the manner provided for in the By-Laws, and the notice contains the full text of the proposed alteration or amendment; and (2) the proposed alteration or amendment is approved by the affirmative vote of at least a majority of the voting interests.
- B. No amendment of these Articles or of the By-Laws shall be effective to change the voting rights of any member, or to change the proportion or percentage by which a member shares the expenses of the Corporation, unless that member consents thereto.
- C. An amendment shall become effective after filing with the Secretary of State and after being recorded in the Public Records of Collier County, Florida. For recording purposes, the amendment shall be attached to a certificate executed by the officers of the Corporation with the formalities of a deed. The certificate must identify the book and page of the Public Records where each Declaration of Condominium for all condominiums in the VICTORIA SHORES COMPLEX are kept.

#### ARTICLE VIII

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Ray F. Anderson  
108 Huntington Drive  
Naples, Florida 33942

Cyndi L. White

108 Huntington Drive  
Naples, Florida 33942

J. Thomas Conroy, III  
975 Sixth Avenue South  
Naples, FL 33940

#### ARTICLE IX

##### INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

108 Huntington Drive  
Naples, Florida 33942

The initial registered agent at said address shall be:

Ray F. Anderson

#### ARTICLE X

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 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.
- D. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

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.

WHEREFORE the incorporator has caused these presents to be executed this 5<sup>th</sup> day of Oct, 1975

VICTORIA PARK DEVELOPMENT CORPORATION OF SOUTHWEST  
FLORIDA, A LIMITED LIABILITY COMPANY  
BY RFA of Southwest Florida, a Florida Corporation

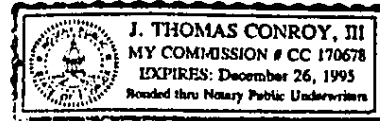
SEAL

Ray F. Anderson  
By: Ray F. Anderson  
Its: President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of Oct, 1975, by Ray F. Anderson as President of RFA of Southwest Florida, a Florida Corporation on behalf of the corporation.

[Signature]  
Notary Public (Seal)  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VICTORIA SHORES MASTER ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Ray F. Anderson  
Ray F. Anderson

Condo-Artypus, Inc