

*A/96000000/90*

DANIEL E. CONLEY, ATTORNEY  
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Naples, FL 33963  
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FILED  
96 JAN -8 PM 6:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 2, 1996

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

800001681698  
-01/08/96--01000--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

1-2-96

RE: VILLAS OF OLDE NAPLES HOMEOWNERS ASSOCIATION, INC.

Dear Sir or Madam:

On behalf of the above corporation, I enclose two copies of the Articles of Incorporation along with a check in the amount of \$70.00.

Please notice that January 2, 1996 is the effective date of incorporation.

Please enter this corporation on the records of your office, and return one copy of the Articles to me, with the file stamp of your office.

Thank you.

Very truly yours,

*D E Conley*  
Daniel E. Conley  
DEC/cb  
encl.  
cb/sec-state.doc

D. BROWN JAN 10 1996

EFFECTIVE DATE  
1-2-96

ARTICLES OF INCORPORATION

FOR

VILLAS OF OLDE NAPLES HOMEOWNERS ASSOCIATION, INC.

(A NON-PROFIT CORPORATION)

FILED  
96 JAN -8 PM 6:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned RENAISSANCE OF NAPLES DEVELOPMENT CORPORATION, a Florida corporation, hereinafter "the Developer", desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation is:

VILLAS OF OLDE NAPLES HOMEOWNERS ASSOCIATION, INC., hereinafter "the Corporation".

ARTICLE II

PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to the Members thereof and the specific primary purposes for which it is formed are to provide for maintenance, preservation, control, and operation of certain property (usually referred to as "common areas") within VILLAS OF OLDE NAPLES, a subdivision being developed in Collier County, Florida intended to be comprised of residential dwelling units commonly referred to as villas within said subdivision; and to otherwise promote the health, safety and welfare and to enhance the civic, social and recreational interests of its Members; and to carry out the duties and obligations and receive the benefits given the Corporation under the proposed DECLARATION OF RESTRICTIONS AND PROTECTIVE COVENANTS FOR VILLAS OF OLDE NAPLES, as amended from time to time.

In furtherance of these purposes, this Corporation shall have all the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles or prohibited by Statute, including all powers reasonably necessary to fulfill the above purposes, and specifically including the power to make and collect assessments against Members in accordance with the By-Laws in order to fulfill such purposes.

All funds and title of all properties acquired by the Corporation and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and the By-Laws of the Corporation.

### ARTICLE III

#### NON-PROFIT NATURE

The Corporation shall not exist or be operated for pecuniary gain or profit, direct or indirect, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any Member. The Corporation may, however, reimburse its Members for actual expenses incurred for or on behalf of the Corporation, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Corporation, as permitted by law.

### ARTICLE IV

#### MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided interest in any Villa which is part of the VILLAS OF OLDE NAPLES real estate project, and which property is at the time of its acquisition subject to the provisions of the aforementioned Declaration, shall be a Member of the Corporation, provided that any such person or entity who holds such an interest merely as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by the Corporation.

### ARTICLE V

#### VOTING RIGHTS

The Corporation shall have two classes of voting membership:

(a) Class A. Class A Members shall include all Members, with the exception of the Developer so long as it is a Class B Member. Class A Members shall be entitled to one vote for each villa property, also known as a site, owned by each Member, all as defined in the aforementioned Declaration. When more than one person holds an interest in any site, all such persons shall be Members. The vote assigned to each site shall be cast only by the person named in a certificate signed by all such Members and filed with the Corporation, but in no event shall more than one vote be cast with respect to any site.

(b) Class B. The Class B Member shall be the Developer, who shall be entitled to three (3) votes for each site owned by it. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier, after which the Developer shall be entitled to one (1) vote for each site as a Class A Member:

(i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(ii) on December 31, 1998, or such later date as the Developer in its sole discretion establishes by recorded instrument executed by it.

#### ARTICLE VI

##### BOARD OF DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors, who need not be Members of the Corporation. The initial Board of Directors shall consist of three (3) directors appointed by the Developer. The By-Laws can change the number of directors to any number divisible by three. The names and addresses of the persons who are to serve on the first Board of Directors are as follows:

Wallace R. Devlin	P.O. Box 2407 Sarasota, Florida 34230
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Donald Lusk	805 Pineside Lane Naples, Florida 33963
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Daniel E. Conley	6310 Trail Boulevard Naples, Florida 33963
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Directors shall be natural persons over the age of eighteen (18). The manner of election of the Directors, as well as removal of Directors and filling of vacancies on the Board, shall be as regulated by the By-Laws.

The Board of Directors shall elect officers from among the Board's members, and the officers of the Corporation shall be the President, one or more Vice-Presidents, and a Secretary and such other officers and assistant officers as may be decided upon and elected by the Board. Officers shall be natural persons over the age of eighteen (18), and shall serve at the will of the Board. The election, removal and filling of vacancies shall be as regulated by the By-Laws. The same person may hold two offices, the duties of which are not incompatible, provided however the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The term of each office shall be one (1) year.

#### ARTICLE VII

##### BY-LAWS

The first By-Laws of the Corporation shall be adopted by a majority of the Board of Directors, and may be altered, amended or rescinded as regulated by the By-Laws.

#### ARTICLE VIII

##### TERM OF EXISTENCE

This Corporation shall exist perpetually, and its existence shall commence on January 2, 1996.

#### ARTICLE IX

##### ADDRESS AND INITIAL REGISTERED AGENT

The initial principal office and the initial registered office of the Corporation is 6310 Trail Boulevard, Naples, Florida 33963, and the initial registered agent thereat upon whom process may be served is Daniel E. Conley.

#### ARTICLE X

##### INDEMNIFICATION

Every Director and Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, 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 Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interests of the Corporation.

#### ARTICLE XI

##### DISSOLUTION

This Corporation may be dissolved only with the assent given in writing and signed by the Members entitled to cast 2/3 of the votes of each class of membership. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets (which shall be consistent with Article XII hereof) shall be mailed to each Member at least 60 days in advance of any action taken.

#### ARTICLE XII

##### DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. The recipient organization must, in order for the transfer to be valid, accept the duties and obligations previously imposed on the Corporation by the City of Naples, Collier County or by the South Florida Water Management District as to the maintenance of its assets. However, no disposition of corporate property shall be effective to divest or diminish any right or title of any Member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with provisions of such covenants and deeds.

### ARTICLE XIII

#### AMENDMENTS

These Articles may be amended as follows, subject to the restrictions set forth:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

(b) So long as there is a Class B membership, each such amendment must be approved only by a majority vote of the Class B Members. Thereafter each such amendment must be approved by a majority vote of the Class A Members.

(c) Such amendments may be certified by any two (2) officers of the Corporation as having been enacted by the required vote.

(d) No amendment shall be effective which impairs or dilutes any rights of Members that are governed by any recorded declaration of covenants, conditions and restrictions applicable to the properties which are part of the property interests created thereby.

(e) No amendment to these Articles of Incorporation may be adopted or become effective without the prior written consent of the Developer while it is an active Member of the Corporation.

### ARTICLE XIV

#### SUBSCRIBER

The name and street address of the Subscriber (Incorporator) to these Articles of Incorporation is Renaissance of Naples Development Corporation, with an address of 805 Pineside Lane, Naples, Florida 33963.

IN WITNESS WHEREOF, RENAISSANCE OF NAPLES DEVELOPMENT CORPORATION has caused these Articles to be executed in its name, and its corporate seal to be hereunto affixed, by its proper officer thereunto duly authorized, this 2<sup>nd</sup> day of January, 1996.

RENAISSANCE OF NAPLES  
DEVELOPMENT CORPORATION  
(SEAL)

By: Wallace R. Devlin  
Wallace R. Devlin  
President

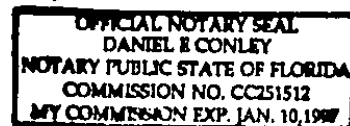
STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared WALLACE R. DEVLIN, to me known to be the President of RENAISSANCE OF NAPLES DEVELOPMENT CORPORATION, the corporate subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 2<sup>nd</sup> day of January, 1996.

Daniel E. Conley  
Notary Public

My Commission Expires:



Having been named to accept service of process for VILLAS OF OLDE NAPLES HOMEOWNERS ASSOCIATION, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

Daniel E. Conley  
Daniel E. Conley

Date:

January 2, 1996  
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RECEIVED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

96 JAN - 8 PM 6:11

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