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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Carabana Isle Condominium Association, Inc.  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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<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

FILED  
96 JAN 17 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC 1-19-96

**ARTICLES OF INCORPORATION  
OF  
CARABANA ISLE  
CONDOMINIUM ASSOCIATION, INC.  
A Corporation Not for Profit**

**FILED**  
96 JAN 17 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by C.A. DEVELOPMENT, INC., a Florida corporation, Cape Coral, Lee County, Florida, as sole incorporator, for the purposes set forth below.

**ARTICLE I  
DEFINITIONS**

These Articles of Incorporation shall have the same definitions as those set forth in the Declaration of Condominium for Carabana Isle, and as may be set out in the Florida Condominium Act.

**ARTICLE II  
NAME**

The name of the Association shall be CARABANA ISLE CONDOMINIUM ASSOCIATION, INC. and it shall initially have its principal address at 415 Cape Coral Parkway, Cape Coral, Florida 33914, or as from time to time changed by the Board of Directors. (For convenience, Carabana Isle Condominium Association, Inc. shall be referred to in these Articles of Incorporation as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".)

**ARTICLE III  
TERM**

The term of existence of the Association shall be perpetual unless Carabana Isle Condominium is terminated; and, in the event of termination of Carabana Isle Condominium, the Association shall be dissolved.

**ARTICLE IV  
PURPOSE**

The Association is organized as a Corporation Not for Profit under the Laws of the State of Florida to provide an entity responsible for the operation of Carabana Isle, a condominium, according to the Declaration of Condominium thereof, now or to be hereafter recorded in the Public Records of Lee County, Florida. Among the specific purposes of this Association shall be the operation, enforcement and maintenance of the properties of the Association and to levy assessments and collect same for the purposes of providing funds with which to continue the operation, enforcement and maintenance of the properties of the Association.

ARTICLE V  
QUALIFICATION OF MEMBERS

(A) Membership. The members of the Association shall consist of all of the record title owners of Units in Carabana Isle, a condominium, as they may appear on the public records of Lee County, Florida, from time to time; and, after termination of Carabana Isle, the membership shall consist of those who were members at the time of such termination, and their successors and assigns.

(B) Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

(C) Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided in the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

(D) Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

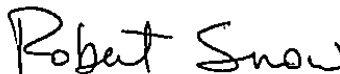
ARTICLE VI  
REGISTERED OFFICE, NAME AND ACCEPTANCE OF REGISTERED AGENT

The street address of the initial registered office shall be 415 Cape Coral Parkway, Cape Coral, Florida 33914. The name of the initial registered agent authorized by the Association to accept Service of Process and who agrees to comply with the provisions of Chapter 48 of the Florida Statutes shall be Robert Snow.

The Board of Directors may, from time to time, move the registered office of the Association to any other appropriate address in the State of Florida.

Acknowledgment and Acceptance:

Having been named to accept Service of Process for the above stated Association at the place above designated, I hereby agree and accept to act in this capacity and to comply with the provisions of the Chapter relative to keeping the office open.

  
\_\_\_\_\_  
Robert Snow  
Registered Agent

ARTICLE VII

## DIRECTORS

(A) Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws but which shall consist of no less than three (3) and no more than five (5) Directors and shall initially consist of three (3) persons. Directors need not be members of the Association or residents of Units in the Condominium.

(B) Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners and Mortgagees when such approval is specifically required.

(C) Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(D) Term of Developer's Directors. The Developer of the Condominium may appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.

(E) First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are appointed or elected and have qualified, as provided in the Bylaws, are as follows:

Gary Sokolowski  
40 October Lane  
Amherst, NY 14228

Kathy Sokolowski  
40 October Lane  
Amherst, NY 14228

Alan Bolduc  
295 Linwood Ave  
North Tonawanda, NY 14120

Nancy Bolduc  
295 Linwood Ave  
North Tonawanda, NY 14120

## ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be appointed by the Board of Directors of the Association at its first meeting and at each annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President, Treasurer: Alan Boldue  
295 Linwood Avenue  
North Tonawanda, NY 14120

Vice President, Secretary: Gary Sokolowski  
40 October Lane  
Amherst, NY 14228

#### ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

G.A. DEVELOPMENT, INC., a Florida corporation  
415 Cape Coral Parkway  
Cape Coral, Florida 33914.

#### ARTICLE X POWERS

The Association shall have all of the powers enumerated in the Florida Statutes regarding Powers of Corporations and their Directors and Officers as set forth in the Florida Condominium Act, Chapter 617 of the Florida Statutes and Chapter 607 of the Florida Statutes where the same are consistent with the Florida Condominium Act. In addition thereto, but not limited thereby, the Association shall have all of the powers and duties reasonably necessary to operate Carabana Isle, a condominium, and such powers and duties as are set forth in the Declaration, these Articles and the Bylaws as they may, from time to time, be amended:

A) To acquire and enter into agreements whereby it acquires land, leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

B) To contract with a third party for the management of Carabana Isle, a condominium, and to delegate to the contractor all powers and duties of this Association except such as are specifically required by the Declaration and/or the Bylaws to have the approval of the Board of Directors or the membership of the Association.

(C) To acquire by purchase or otherwise condominium parcels for Carabana Isle, a condominium, subject nevertheless to the applicable provisions of the Declaration and/or Bylaws.

(D) To operate and manage Carabana Isle, a condominium, in accordance with the sense, meaning, direction, purpose and intent of the respective Declaration as the same may, from time to time,

be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated by the Declaration and/or Bylaws.

(12) To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

#### ARTICLE XI DISTRIBUTION OF INCOME

The Association shall make no distribution of income to its Members, Directors or Officers. This provision shall not preclude the Board from employing a Director or Officer of the Association as an employee of the Association, nor shall it preclude any Officer, Director or Member of the Association from dealing with the Board of Directors for performance of services, purchase of products, equipment or other things for the benefit of the Owners on an arms length basis and for receiving fair and negotiated compensation therefore.

#### ARTICLE XII BYLAWS

The original Bylaws shall be made by the Board of Directors and declared under the Declaration of Condominium. The Bylaws may thereafter be amended, altered or rescinded only with the approval of not less than a majority of the Board of Directors and not less than sixty six percent (66%) of the members of the Association. In addition, any action materially affecting the rights of mortgage holder as defined by 718.110 (11) Florida Statutes shall require the consent of at least fifty-one percent (51%) of the mortgage holders holding mortgages on units which shall not be unreasonably withheld.

An amendment or addition to such documents shall not be considered material if it is for the purpose of correcting technical errors or for clarification only.

A mortgage holder who receives a written request to approve an amendment or other action regarding the Articles or Bylaws, who does not deliver or post to the requesting party a negative response within thirty (30) days shall be deemed to have approved such request.

#### ARTICLE XIII INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any pending or contemplated action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association. Such indemnification shall be for fees, expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement that are or were actually and reasonably incurred by him in connection with such action, suit or proceeding; provided, however, that he acted in good faith and in a reasonably prudent manner in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, that he would have no reasonable cause to believe his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or is equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which one might reasonably believe 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.

#### ARTICLE XIV ACCOUNTING

The accounting year for the Association shall be the calendar year.

The undersigned, being the Incorporator, does hereby subscribe to these Articles of Incorporation this 27<sup>th</sup> day of DECEMBER, 1995.

G.A. DEVELOPMENT, INC., a Florida  
corporation

BY: Gary Sokolowski  
GARY SOKOLOWSKI, President  
(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GARY SOKOLOWSKI, *(one of the following should be checked; if none are checked, he is personally known to me)* X who is personally known to me, or      has produced                                      as identification, and who did take an oath, and who is known to be the President of G.A. DEVELOPMENT, INC., a Florida corporation, the corporation named in the foregoing instrument and that he acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the State and County last aforesaid this 27<sup>th</sup> day of DECEMBER, 1995.

(SEAL)

Nancy M. Bolduc  
NOTARY PUBLIC  
Nancy M. Bolduc  
Printed Name of Notary  
My Commission Number is:  
My Commission Expires: