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September 11, 1998

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RECEIVED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
SEP 12 AM 8:59

Re: Articles of Incorporation of Village on The Lakes Master Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return one copy to me.

I am enclosing a check in the amount of \$122.50 as follows:

\$ 35.00 Filing Fee
52.50 Certificate of Registered Agent
30.00 Certified Copy
\$122.50

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****122.50 ****122.50

Very truly yours,

Neeta Kochhar
Neeta Kochhar
Legal Assistant

/nk
Enclosures

*Neeta gave
permission to
add print. off.
to Art. II
9/13*

*51
9/13*

**ARTICLES OF INCORPORATION
OF
VILLAGE ON THE LAKES MASTER ASSOCIATION, INC.**

RECORDED
SEP 12 1989
LEE COUNTY, FLA.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be **VILLAGE ON THE LAKES MASTER ASSOCIATION, INC.** which is hereinafter referred to as "the Master Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Master Association are those objects and purposes as are authorized by the Declaration of Master Declaration for Village on the Lakes Master Association, Inc. recorded (or to be recorded) in the Public Records of Lee County, Florida, as hereafter amended and/or supplemented from time to time (the "Master Declaration"). The further objects and purposes of the Master Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Master Association.

The Master Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Master Association shall have the power to contract for the management of the Master Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Master Association, except those which require specific approval of the Board of Directors or Members.

The Master Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Master Declaration above identified. The Master Association shall also have all of the powers necessary to implement the purposes of the Master Association as set forth in the Master Declaration and to provide for the general health and welfare of its membership.

Definitions set forth in the Master Declaration are incorporated herein by this reference.

ARTICLE III MEMBERS

Section 1. Membership. Those Neighborhood Associations are set forth in the Master Declaration shall be Members of the Master Association.

Section 2. Voting Rights. The voting interests of the Members are set forth in the Master Declaration.

Section 3. Meetings of Members. The By-Laws of the Master Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting.

Section 4. General Matters. When reference is made herein, or in the Master Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Master Association shall have perpetual existence; provided that if it is even dissolved, its assets shall be conveyed to another Master Association or public agency having a similar purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Master Association shall be managed by a Board of Directors, which shall consist of four (4) persons, two appointed by Village on the Lakes Homeowners' Association, Inc., and one each appointed by Lehigh (or the Neighborhood Association incorporated for same) for the Village Area and the Village Center Area. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an annual meeting.

Section 2. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 3. Vacancies. If a Director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Election and Appointment of Officers. The officers of the Master Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a Director; other officers may or may not be Directors of the Master Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Master Association for adoption or rejection (by affirmative vote of 75% of the Members), all in the manner provided in, and in accordance with the notice provisions of Chapter 617 of the Florida Statutes.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Master Declaration, the Master Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Master Association is:

Name

Address

Charles D. Robbins

900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

ARTICLE X

INDEMNIFICATION

Section 1. The Master Association shall indemnify any person 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, employee, officer or agent of the Master Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Master Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further 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 did not act in good faith or did act in a manner which he believed to be in or opposed to the best interest of the Master

Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a Director, officer, employee or agent of the Master Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The Indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Master Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Master Association, or is or was serving at the request of the Master Association as 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 Master Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT

Until changed, Charles D. Robbins, shall be the registered agent of the Master Association and the registered office shall be at 900 SunTrust Building, 777 Brickell Avenue, Miami, Florida 33131. The principal office address shall be the same.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 5th day of August, 1996.

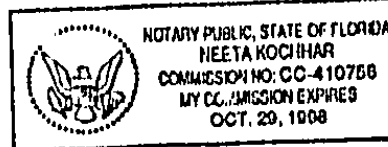
Charles D. Robbins
CHARLES D. ROBBINS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Instrument was acknowledged before me this 5th day of August, 1998, by Charles D. Robbins, who is personally known to me and who did not take an oath.

Neeta Kocihar
NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of Incorporation, in the County of Palm Beach, State of Florida, the corporation named in said articles has named Charles D. Robbins located at 900 SunTrust Building, 777 Brickell Avenue, Florida 33131, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 5th day of August, 1996.

Charles D. Robbins
CHARLES D. ROBBINS

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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