

N96000005455

YOUNG, VAN ASSENDERP & VARNADOE, P. A.

ATTORNEYS AT LAW

REPLY TO:

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GEORGE L. VARNADOE
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*BOARD CERTIFIED REAL ESTATE LAWYER

WILLIAM J. ROBERTS
OF COUNSEL

Tallahassee

MEMORANDUM

GALLIE'S HALL
225 SOUTH ADAMS STREET, SUITE 200
POST OFFICE BOX 1833
TALLAHASSEE, FLORIDA 32302-1833
TELEPHONE (904) 222-7206
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NAPLES, FLORIDA 34101-7907
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TO: Secretary of State
FROM: David L. Cook *DLc/swp*
DATE: October 24, 1996
SUBJECT: Fiddler's Creek Foundation, Inc.

Attached find original and one copy of Articles of Incorporation for Fiddler's Creek Foundation, Inc. Our check in the amount of \$122.50 representing costs of filing and a certified copy is attached.

Please call Sunda (222-7206) when ready.

Thank you.

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*****122.50 *****122.50

/swp
Enclosure

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CLERK OF THE
COURT
TALLAHASSEE, FLORIDA

*Call when Ready
222-7206
Sunda*

OCT 24 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1996

YOUNG, VAN ASSERNDERP & VARNADOE, P A.
225 SOUTH ADAMS STREET, SUITE 200
POB 1833
TALLAHASSEE, FL 32302-1833

The name FIDDLER'S CREEK FOUNDATION, INC. has been reserved for 120 days beginning August 30, 1996. The reservation number is R96000004144 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 196A00041033

ARTICLES OF INCORPORATION
OF
FIDDLER'S CREEK FOUNDATION, INC.

ARTICLE I

Name

The name of the corporation shall be FIDDLER'S CREEK FOUNDATION, INC. a Florida corporation not for profit (hereinafter referred to as the "Corporation"). Its principal office shall be at 4001 Tamiami Trail North, Suite 350, Naples, Florida 34103 or at such other place as may be designated from time to time by the Board of Directors.

ARTICLE II

Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purpose and Powers

The purposes of the Corporation are to promote the recreation, health, safety, aesthetic enjoyment and social welfare of the Owners and occupants of the Properties, and to operate and maintain and own the Fiddler's Creek Common Areas and other assets in accordance with and pursuant to the Declaration and any Supplement thereto and to fulfill its obligations in accordance with and pursuant to the Declaration. The Corporation is not a condominium association under Chapter 718, Florida Statutes.

The Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Prohibition Against Distribution of Income

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CLERK OF DISTRICT COURT
NAPLES, FLORIDA

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings of the Corporation shall inure to the benefit of any member, director or officer, and as they are such they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation.

ARTICLE V

Capital Stock

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI

Qualifications of Membership

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by the members shall be regulated by the By-Laws of the Corporation.

ARTICLE VII

Liability for Debts

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE VIII

Board of Directors

The initial Board of Directors shall consist of the three (3) following persons. The directors shall be elected and/or appointed by such methods stated in the By-Laws.

Anthony Dinardo
Anthony Pires, Jr.
Mark Woodward

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Mark Woodward
Woodward, Pires & Lombardo

801 Laurel Oak Drive, #640
Naples FL 34108

ARTICLE X

Registered Office and Agent

The registered office for the Corporation and the Registered Agent for the Corporation at that address are the following: Mark Woodward, 801 Laurel Oak Drive, Suite 640, Naples FL 34108. The Registered Agent by his execution below hereby accepts appointment as Registered Agent as required by Section 617.0501 of the Florida Statutes.

ARTICLE XI

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XII

Indemnification

To the fullest extent permitted by law, every Director, Officer and Committee Member of the Foundation shall be indemnified by the Foundation against all expenses and liability including reasonable attorney's fees, incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director, Officer and Committee Member of the Foundation, whether or not he is a Director, Officer or Committee Member at the time such expenses are incurred. The foregoing right of indemnification shall not be available if a judgment or other final adjudication

established 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 Foundation, in a proceeding by or in the right of the Foundation to procure a judgment in its favor; or

(b) A violation of criminal law, unless the Director, Officer or Committee Member had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful; or

(c) A transaction from which the Director, Officer or Committee Members derived an improper personal benefit; or

(d) Wrongful conduct by Directors, Officers or Committee Members appointed by the Declarant, in a proceeding brought by or on behalf of the Foundation.

Claims for reimbursement as permitted under this Article shall be paid by the Board as incurred. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director, Officer or Committee Member may be entitled.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation on this 21 day of October, 1996.

I accept appointment
as Registered Agent.


Mark Woodward / Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared Mark Woodward, who is to me well known to be the person described in and who signed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Naples, Florida in said County and State this 21st day of October, 1996.

Wanda L. Hendricks

Name Typed:
Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
WANDA L. HENDRICKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC564308
MY COMMISSION EXP. JULY 5, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA