

N96000006082

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TALLAHASSEE, FL 32301-2607
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PRENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 166338 9725B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 25, 1996

ORDER TIME : 10:48 AM

ORDER NO. : 166338-010

CUSTOMER NO: 9725B

CUSTOMER: G. Carson Mceachern, Esq
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

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-11/25/96--01010--021
****122.50 ****122.50

DOMESTIC FILING

NAME: GCT PROPERTY OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

W-24880
KR 11-25

RECEIVED
FILED
NOV 25 1996
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: GCT PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W96000024880

RESUBMIT
Please give original
submission date as file date.

We have received your document for GCT PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 596A00053405

RECEIVED
96 DEC -2 PM 12:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
GCT PROPERTY OWNERS' ASSOCIATION, INC. FILED
95 NOV 25 PM 12:46
TALLAHASSEE
FLORIDA
A Corporation Not for Profit

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

NAME

The name of the corporation shall be GCT PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE 2

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

This Association does not contemplate pecuniary gain or profit to the members thereof. The Association is formed to provide for maintenance, preservation and architectural control of the Tracts and Common Area within that certain tract of property in Lee County, Florida referred to as "Property", and defined in the Declaration of Easements, Conditions and Restrictions For GCT At Bonita Bay hereinafter called "Declaration." The Association is also formed to promote the health, safety and welfare of the individuals benefitted by the Property. In furtherance of these purposes, the Association may:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length. Said Declaration shall be recorded in the Public Records of Lee County, Florida;

(b) Fix, levy, collect and enforce payment by any terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith; and to pay other expenses incident to the conduct of the business of the Association, including all insurance, licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes, and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by all of the members agreeing to such dedication, sale or transfer and subject to the limitations imposed in the Declaration;

- (f) Protect, maintain, repair, replace and operate the Property; and
- (g) Perform such other matters as permitted under Florida Statute, 617.302.

ARTICLE 3

MEMBERSHIP

Every person or entity who or which is a record owner of a fee or undivided fee interest in any Tract, as defined in the Declaration, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Tract which is subject to assessment by the Association, and there shall be one membership per Tract. Until such time as the Declaration is recorded, the membership of the Association shall be comprised of the subscribers to the Articles, each of whom shall be entitled to cast one vote.

ARTICLE 4

VOTING RIGHTS

There shall be one class of members with a total of two (2) members. Members shall be entitled to one vote for each Tract owned. When more than one person holds an interest in any Tract, all such persons shall be members, and the vote for such Tract shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Tract. The Voting Rights shall be further defined in the Bylaws of the Association.

ARTICLE 5

INITIAL BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least four (4) directors who need not be members of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Patrick J. Longe	850 Park Shore Drive, Suite 200 Naples, Florida 34103
Thomas J. Longe	850 Park Shore Drive, Suite 200 Naples, Florida 34103
Alan J. Pratt	4300 Gulf Shore Boulevard North Naples, Florida 34103
Peter R. Sereno, Jr.	4300 Gulf Shore Boulevard North Naples, Florida 34103

ARTICLE 6

BYLAWS

The first Bylaws of the Association shall be adopted by the first Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE 7

DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by all of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE 8

DURATION

This corporation shall exist perpetually, unless dissolved.

ARTICLE 9

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted by the members in the following manner:

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered. An amendment shall be approved by all of the members. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members. No amendment shall be made that is in conflict with the Declaration. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Lee County.

ARTICLE 10

NOT FOR PROFIT STATUS

In conformance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividend shall be paid, and no part of the income or principal of the corporation shall be distributed to its members, directors or officers.

ARTICLE 11

OFFICERS

There shall be a President, Vice-President, Secretary and Treasurer of the corporation, and such other officers as are permitted by the Bylaws. The initial officers of the corporation are as follows:

PRESIDENT	Patrick J. Longe
VICE PRESIDENT	Thomas J. Longe
SECRETARY/TREASURER	Alan J. Pratt

ARTICLE 12

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except as hereinafter provided; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. When in the performance of his/her duties, a director or officer is adjudged guilty of willful misfeasance or malfeasance, adjudged guilty of a violation of criminal law, or judicially determined to have been engaged in a transaction from which the Director or Officer derived an improper benefit, the Association shall have no duty to indemnify.

ARTICLE 13

REGISTERED AGENT

The street address of the initial registered office of this Association is 850 Park Shore Drive, Suite 200, Naples, Florida 34103, and the initial registered agent of this Association is Thomas J. Longe.

ARTICLE 14

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall initially be:

850 Park Shore Drive
Suite 200
Naples, Florida 34103

ARTICLE 15

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

NAME


ADDRESS

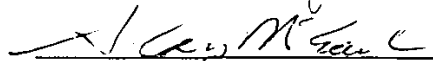
Thomas J. Longe

850 Park Shore Drive, Ste. 200
Naples, Florida 34103

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporator of this Association has executed these Articles of Incorporation this 22 day of November, 1996.


Print Name TINA R. WYATT


THOMAS J. LONGE

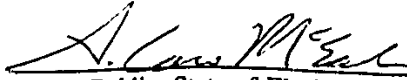

Print Name G. G. McEwen

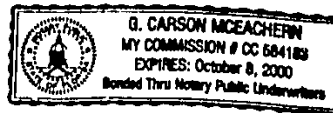
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared THOMAS J. LONGE who is personally known to me and who acknowledged before me that he executed the foregoing Articles of Incorporation.

WITNESS my hand and seal this 22 day of November, 1996.

(Notary Seal)


Notary Public, State of Florida
Print Name G. Carson McEachern
Serial No.: _____
My commission expires: _____

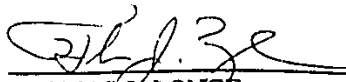


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GCT PROPERTY OWNERS' ASSOCIATION, INC.

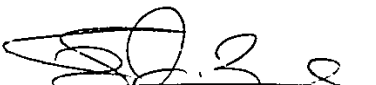
2. The name and address of the registered agent and office is Thomas J. Longe, 850 Park Shore Drive, Suite 200, Naples, Florida 34103.


THOMAS J. LONGE

Title: Incorporator

Date: 11/22, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


THOMAS J. LONGE

Date: 11/22/96

FILED
96 NOV 25 PM 12:46
TALLAHASSEE
FLORIDA

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