

# N96000006315

Requestor's Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

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

- Edgewater I of Carlton Lakes Condominium Association, Inc*  
 (Corporation Name) (Document #) **500002026335--1**  
 -12/11/96--01075--012  
 \*\*\*\*245.00 \*\*\*\*122.50
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 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<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

**FILED**  
 96 DEC 11 AM 10:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

12/12

Examiner's Initials \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
EDGEWATER I AT CARLTON LAKES  
CONDOMINIUM ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Stephen R. Thompson, 2405 Piper Blvd., Naples, Florida 34110, as sole incorporator, for the purposes set forth below.

**ARTICLE I. NAME; ADDRESS.** The name of the corporation, herein called the "Association," is Edgewater I at Carlton Lakes Condominium Association, Inc., and its address is 2405 Piper Blvd., Naples, FL 34110.

**ARTICLE II. DEFINITIONS.** The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

**ARTICLE III. PURPOSE AND POWERS.** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Edgewater I at Carlton Lakes, a Condominium, located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration of Condominium or by Chapter 718 Florida Statutes, as any of them may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominium property, and to delegate to management any powers and duties of the Association in connection therewith except

those which are specifically required by law or by the condominium documents to be exercised only by the Board of Directors or by the members of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation or other use or benefit to the unit owners.

(K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

#### **ARTICLE IV. MEMBERSHIP.**

(A) The members of the Association are all owners of record legal title to the units in the Condominium, as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the member's unit.

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

**ARTICLE V. TERM.** The term of the Association shall be perpetual.

**ARTICLE VI. BYLAWS.** The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

#### **ARTICLE VII. DIRECTORS AND OFFICERS.**

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by a majority vote of the Board of Directors at its first meeting after the annual meeting of the members of the Association, and shall serve at the pleasure of the Board.

**ARTICLE VIII. AMENDMENTS.** Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition signed by at least one-fourth (1/4th) of the voting instruments.

(B) Procedure. If any amendment to these Articles is so proposed by the Board or the unit owners, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests of the Association at any annual or special meeting called for the purpose, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members, and includes the full text of the proposed amendment.

(D) Effective Date. An amendment shall become effective after being filed with the Secretary of State and recording a certified copy in the Public records of Collier County, Florida.

**ARTICLE IX. INITIAL DIRECTORS.** The initial Directors of the Association shall be:

Christopher G. Claussen  
2405 Piper Boulevard  
Naples, Florida 33942

Robert G. Claussen  
2405 Piper Boulevard  
Naples, Florida 33942

Stephen R. Thompson  
2405 Piper Boulevard  
Naples, FL 33942

**ARTICLE X. INITIAL REGISTERED AGENT.** The initial registered office of the Association shall be at:

2375 Tamiami Trail N., Suite 308  
Naples, Florida 34103

The initial registered agent at said address shall be:

Swalm & Murrell, P.A.

**ARTICLE XI. INDEMNIFICATION.** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of being or having been a Director or officer of the Association. 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 Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe the action was unlawful or had reasonable cause to believe the action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

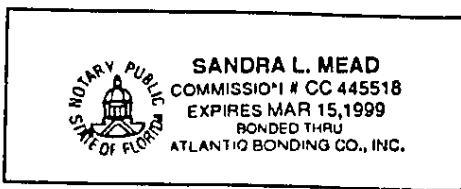
WHEREFORE the incorporator has caused these presents to be executed this 6<sup>th</sup> day of December, 1996.

By:

[Signature]  
Stephen R. Thompson

STATE OF FLORIDA  
COUNTY OF       

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of December, 1996, by Stephen R. Thompson. He is personally known to me or ~~did produce~~        as identification.



Notarial Seal

[Signature]  
Notary Public Signature

SANDRA L. MEAD  
Print name

96 DEC 11 AM 10:41  
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SECRETARY OF STATE  
ALLAHUSSAYY FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

SWALM & MURRELL, P.A.

By:

[Signature]  
John M. Swalm III, President