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+ Also admitted in New
York

+ Board Certified
Tax Attorney

November 17, 1997

VIA FEDERAL EXPRESS

Attorneys Title Insurance Fund
Attn: Order Department
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
F/U ASAT

Re: Sheffield Villas Homeowners Association, Inc.
Member Number: 5004

200002350822--7
-11/18/97-01070-020
****122.50 ****122.50

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for The Sheffield Villas Homeowners Association, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention via federal express a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Paralegal
For The Firm

Enclosures

I:\Clients Transactions\Soave, John F., Inc\Sheffield Villas\Correspondence\Letter To The Fund For Filing Articles Of Incorporation (Lib)

FILED
97 NOV 18 PM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 NOV 18 PM 12:53
DIVISION OF CORPORATION

197-6511

ARTICLES OF INCORPORATION
OF
SHEFFIELD VILLAS HOMEOWNERS ASSOCIATION, INC.

FILED
97 NOV 18 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are Created by John F. Soave, as the incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of corporation is Sheffield Villas Homeowners Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 2043 Trade Center Way, Naples, Florida 34109

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers or Directors. It is a non-profit corporation formed for the purpose of establishing a corporate, residential neighborhood Homeowners Association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Collier County, Florida, have the specific purposes and powers below:

(A) PURPOSES:

(1) To provide for the operation and maintenance of the Common Areas, private property and structures placed under the jurisdiction of the Association.

(2) To promote the health, safety and welfare of the residents of the residential community located on the property subject to the jurisdiction of the Association.

(3) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the aforesaid Declaration.

(B) **POWERS:** The Association shall have all of the common law and statutory powers of Florida corporation not for profit consistent with these Articles and with the said Declaration of Covenants, Conditions and Restrictions, and shall have all of the powers and the authority reasonably or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to :

(1) Fix, levy, collect and enforce payment by any lawful means of all charges, assessments or liens pursuant to the terms of the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property of the corporation;

(2) Enforce any and all covenants, condition, restrictions and agreements applicable to the residential neighborhood known as Sheffield Villas which is located in the Kensington Park development in Collier County, Florida;

(3) Pay taxes, if any, on the Common Areas;

(4) 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 corporation;

(5) 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;

(6) Dedicate, sell or transfer all or any part of the Common Areas 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 at least two-thirds (2/3) of the voting interests consent to such dedication, sale or transfer;

(7) Purchase policies of insurance upon the Properties and use the proceeds from policies to effectuate its purposes;

(8) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least (2/3) of the voting interests of the Association;

(9) Assist and cooperate with Kensington Park Master Association, Inc. in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for Kensington Park as the same is more particularly set forth in Official Records Book 1825, pages 186 et seq., Public Records of Collier County, Florida, as amended and supplemented from time to time; and,

(10) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now have or hereafter have subject always to the Declaration as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Declaration of Covenants, Conditions and Restrictions and Bylaws for Sheffield Villas Homeowners Association, Inc. to which a copy of these Articles shall be attached as an Exhibit.

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

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 upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting.

(B) **VOTE REQUIRED:** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting at any annual or special meeting or by approval in writing of a majority of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

(C) **EFFECTIVE DATE:** An amendment shall become effective upon filing with the Secretary of the State.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the association will be administered by a Board of Directors consisting 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 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 by the Board of Directors at its first meeting following the annual meeting of the Members of the association and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association shall be:

John F. Soave
Stanley J. Lieberfarb
Catherine E. Kidon

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at 2043 Trade Center Way, Naples, Florida 34109.

The initial registered agent at said address shall be John F. Soave.

ARTICLE XI

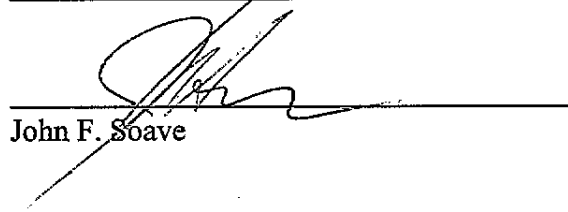
INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Officer of the Association against all expenses and liabilities, including any attorneys fees actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal proceeding) to which he/she may be a party because of his/her 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 establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interest 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 his/her action was unlawful or had reasonable cause to believe his/her action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.
- (D) 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.

IN WITNESS WHEREOF, John F. Soave does hereby execute these Articles of Incorporation this 17th day of November, 1997.


John F. Soave

STATE OF FLORIDA)
COUNTY OF COLLIER)

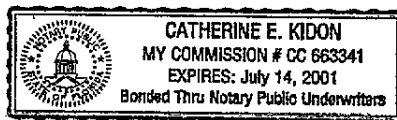
The foregoing instrument was acknowledged before me this 17th of November, 1997, by John F. Soave, who is personally known to me.

Catherine E. Kidon
Notary Public

Catherine E. Kidon
Printed Name

My Commission Expires:

My Commission No. is:



Acceptance of Registered Agent

Having been named to accept service of process for Sheffield Villas Homeowners Association, Inc., 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 laws of the State of Florida in keeping open said office.



John F. Soave

FILED
97 NOV 18 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA