

LIVINGSTON, PATTERSON, STRICKLAND & WEINER, P.A.

ATTORNEYS AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34236

CHARLES H. LIVINGSTON  
JOHN PATTERSON  
JOHN M. STRICKLAND  
NEVIN A. WEINER  
VICKIE L. SHESLER  
REX A. ROTEN  
HERBERT H. HOFMANN II

TELEPHONE  
(941) 365-0550  
TELECOPIER  
(941) 366-0826

N98 000001414

March 4, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

FILED  
98 MAR -9 AM 8:00  
TALLAHASSEE, FLORIDA

Re: Yacht Harbour Cove at Windstar II  
Condominium Association, Inc.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$35.00 - Filing Fee  
52.50 - One Certified Copy  
35.00 - Registered Agent

100002450571--0  
-03/03/98--01071--007  
\*\*\*\*122.50 \*\*\*\*122.50

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

April A. Haley  
Corporate Legal Assistant

F. CHESSEY MAR 11 1998

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**ARTICLES OF INCORPORATION**  
**OF**  
**YACHT HARBOUR COVE AT WINDSTAR II**  
**CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE I**  
**NAME**

The name of the corporation is YACHT HARBOUR COVE AT WINDSTAR II, CONDOMINIUM ASSOCIATION, INC. (the "Association").

**ARTICLE II**  
**ADDRESS**

The street address of the initial principal office the Association is 109 Overlea Way, Venice, FL 34292, and the initial mailing address of the Association is 109 Overlea Way, Venice, FL 34292.

**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 YACHT HARBOUR COVE AT WINDSTAR II, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. 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 under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it 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 maintain, repair, replace and operate the Condominium Property and Association Property.
- c. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.
- 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.
- f. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-Laws.

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TALLAHASSEE, FLORIDA

- g. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.
- h. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- i. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

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 By-Laws.

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

- A. The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the By-Laws; after termination of the condominium the members shall consist of those who are members at the time of such termination.
- B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- C. 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 his unit.
- D. The owners of each unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

#### **ARTICLE V** **TERM**

The term of the Association shall be perpetual.

#### **ARTICLE VI** **AMENDMENTS**

- A. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interest at any annual or special meeting, or by approval in writing of the owners of two-thirds (2/3) of the units 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 copy of the proposed Amendment.
- B. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

**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 By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association.
- B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- C. The business of the Association shall be conducted by the officers designated in the By-Laws. 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 VIII**  
**INCORPORATOR**

The name and address of the incorporator is: Southern Pointe, Inc., 109 Overlea Way, Venice, Florida, 34292.

**ARTICLE IX**  
**INITIAL REGISTERED AGENT**

The initial registered office of the Association shall be at: 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236.

The initial registered agent at said address shall be: John Patterson

**ARTICLE X**  
**INDEMNIFICATION**

The Association shall indemnify 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 or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his being or having been a Director or officer of the Association to the fullest extent of the law. The foregoing right of indemnification shall not apply to:

- a. Gross negligence or willful misconduct in office by any Director or officer.
- b. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonable believed was in, not opposed to, the best interest of the Association and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or

matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

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.

WHEREFORE, the incorporator has caused these presents to be executed this 3rd day of March, 1998.

SOUTHERN POINTE, INC.

By: 


Fred C. Chamberlain  
Its Vice President

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, having been appointed by the directors of YACHT HARBOUR COVE AT WINDSTAR II, CONDOMINIUM ASSOCIATION, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
JOHN PATTERSON

**STATE OF FLORIDA  
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 3rd day of March, 1998, JOHN PATTERSON who is personally known to me or who has produced N/A as identification.

FILED  
98 MAR -9 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Notary Public

Printed Name of Notary:

Vickie L. Shesler My

Commission Expires:



**VICKIE L. SHESLER**  
Notary Public, State of Florida  
My Comm. Expires Feb. 26, 1999  
No. CC 428351  
Bonded Thru Official Notary Service  
1-(800) 723-0121