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CONTACT: SABRINA P ALEXANDER  
PHONE: (941)637-1955

ACCT#: 110650003457

FAX #: (941)637-8485

NAME: KINGS ISLAND MASTER ASSOCIATION, INC.  
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**ARTICLES OF INCORPORATION****OF****KINGS ISLAND MASTER ASSOCIATION, INC.**

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Ray Anderson, as sole incorporator, for the purposes set forth below.

**ARTICLE I****Name**

The name of the corporation shall be KINGS ISLAND MASTER ASSOCIATION, INC., a Florida not for profit corporation, whose principal place of business shall be c/o Mr. Ray Anderson, RAM Gulfcoast Corporation, 3245 Pine Ridge Road, Naples, Florida 34109.

**ARTICLE II****Purpose**

The purpose for which the corporation is organized is to provide an entity for the ownership, maintenance and operation of certain recreational and common facilities for Kings Island, which is comprised of one to five condominiums, located in Port Charlotte, Charlotte County, Florida. Kings Island is located on the land described in Exhibit "A" to these Articles.

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for benefit of the members in accordance with the provisions of these Articles of Incorporation and the By-Laws. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the By-Laws, including, without limitation, the following:

- A. To own, acquire and convey land, and to operate, maintain, and manage those lands owned or to be owned by the Corporation and such other lands which the Corporation is responsible to maintain.
- B. To operate, maintain, manage and keep in good repair, any of the improvements and amenities upon lands owned by the Corporation and upon lands which the Corporation is responsible to maintain, including, without limitation, a swimming pool, clubhouse, common roads and other structures for the use of the Corporation's members and the respective unit owners.
- C. To landscape all lands owned by the Corporation, and all lands which the Corporation is responsible to maintain, and to contribute to the artistic and

architectural building and construction standards of all lands owned or maintained by the Corporation, and all buildings and improvements situate, lying and being within that area of Charlotte County, Florida described in Exhibit "A" hereto.

- D. To make available to the members of the Corporation and their respective unit owners, services and facilities for the enjoyment of the properties herein mentioned, and to promote the social welfare, security, pleasure, recreation, entertainment, and common good of the members and their respective unit owners.
- E. To assess against the members of the Corporation, fees for the operation and maintenance of the Corporation in order to enable the Corporation to perform its purposes as set forth herein and in the By-Laws of the Corporation, and such other purposes as may be allowed by law.
- F. To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount of draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debenture, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of all thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation, whether at the time owned or thereafter acquired.
- G. To participate in mergers and consolidations with other non-profit corporations organized for the operation of property within Kings Island, or annex additional property as Common Area.
- H. To construct on the lands owned by the Corporation a manager's office or residence, or to purchase a dwelling unit within Kings Island for such purpose, if deemed desirable by the Board of Directors.

### ARTICLE III Membership

- A. The members of this Corporation shall be all the Unit Owners of a Unit in any of the five condominiums.
- B. Whenever a vote of the members is required, each member shall be entitled to one vote in Corporation matters. The manner of exercising voting rights shall be as set forth in the By-Laws.
- C. The share of a member in the funds and assets of the Corporation cannot be assigned, withdrawn or transferred in any manner as an appurtenance to the Unit the member owns.

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**ARTICLE IV**  
**Directors and Officers**

- A. The affairs of the Corporation shall be administered by a Board of Directors consisting 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. Directors may be, but do not have to be, officers or directors of the respective Condominium Association managing the individual condominium unit owned by the Director.
- B. Directors shall be appointed or elected 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 Corporation shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its annual organizational meeting and shall serve at the pleasure of the Board.

**ARTICLE V**  
**Term**

The term of the Corporation shall be perpetual.

**ARTICLE VI**  
**By-Laws**

The By-Laws of the Association shall be the By-Laws as adopted from time to time. The By-Laws may be altered, amended, or rescinded only in the manner provided therein.

**ARTICLE VII**  
**Amendments**

- A. These Articles of Incorporation may be altered or amended at any regular or special meeting of the members, provided that: (1) written notice of the meeting is given in the manner provided for in the By-Laws, and the notice contains the text of the proposed alteration or amendment; and (2) the proposed alteration or amendment is approved by the affirmative vote of at least a majority of the voting interests.
- B. No amendment of these Articles or of the By-Laws shall be effective until filing with the Secretary of State and until being recorded in the Public Records of Charlotte County, Florida. For recording purposes, the amendment shall be attached to a certificate executed by the officers of the Corporation with the formalities of a deed. The certificate must identify the book and page of the Public Records where each Declaration of Condominium for all condominiums in Kings Island are recorded.

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**ARTICLE VIII**  
**Initial Directors**

The initial Directors of the Association shall be:

Ray Anderson  
3245 Pine Ridge Road  
Naples, Florida 34109

Dan Markley  
3245 Pine Ridge Road  
Naples, Florida 34109

Lucy F. Simons  
175 Kings Highway  
Port Charlotte, FL 33983

**ARTICLE IX**  
**Initial Registered Agent**

The initial registered agent and registered office of the Association shall be at:

Ray Anderson  
3245 Pine Ridge Road  
Naples, Florida 34109

**ARTICLE X**  
**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 attorneys 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 his 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 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 his action was unlawful and had reasonable cause to believe his 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 which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 24<sup>th</sup> day of March, 1998.

Kings Island Master Association, Inc., a  
Florida corporation not for profit

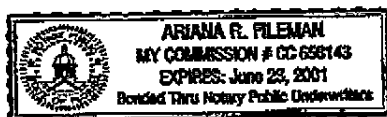
By: Ray Anderson  
Ray Anderson, Incorporator

STATE OF FLORIDA )  
COUNTY OF GOLTER )  
CHARLOTTE

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 1998, by Ray Anderson, as Incorporator of Kings Island Master Association, Inc., on behalf of said corporation. He is personally known to me or has provided \_\_\_\_\_ as identification.

98 JUN 17 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Ariana R. Fileman  
NOTARY PUBLIC  
Name: ARIANA R. FILEMAN  
My Commission Expires: 6/23/01

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Kings Island Master Association, Inc., at the place designated by 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 pertaining to such duties.

Ray Anderson  
Ray Anderson

**CERTIFICATE NAMING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following submitted:

That KINGS ISLAND MASTER ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Ray Anderson, located at 3245 Pine Ridge Road, Naples, Florida 34109, as its agent to accept service of process within Florida.

Kings Island Master Association, Inc., a Florida not  
for profit corporation

By: 

Ray Anderson, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Ray Anderson, Registered Agent

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