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AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : September 17, 1998
ORDER TIME : 12:38 PM
ORDER NO. : 965246-005
CUSTOMER NO: 7103152

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-09/18/98--01002--004
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CUSTOMER: Ms. Holly A. Harmon
GOODLETTE COLEMAN & JOHNSON,
P.A.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: NOTTINGHAM COVE HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

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*****10.00 *****10.00

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: Tamara Odom

EXAMINER'S INITIALS:

g 9/18/98

**ARTICLES OF INCORPORATION
OF
NOTTINGHAM COVE HOMEOWNERS ASSOCIATION, INC.**

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These Articles of Incorporation are created by Jeffrey R. Mangan, whose address is 4001 Tamiami Trail North, Suite 300, Naples, FL 34103, as the incorporator, for the purposes set forth below.

**ARTICLE I
NAME**

The name of the corporation shall be NOTTINGHAM COVE HOMEOWNERS ASSOCIATION, INC. (the "Neighborhood Association"). The Neighborhood Association is a Florida corporation not-for-profit and is being formed to establish a residential neighborhood homeowners association in Nottingham Cove (the "Neighborhood") in accordance with the provisions of Chapter 617, Florida Statutes. The Neighborhood Association is not a condominium association under Chapter 718, Florida Statutes. The Neighborhood Association is organized and shall exist on 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 Neighborhood Association shall be distributed or inure to the private benefit of any Member, Director or officer of the Neighborhood Association.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office of the Neighborhood Association is 2700 Pine Ridge Road, Naples, Florida 34105.

**ARTICLE III
DEFINITIONS**

All terms which are defined in the Declaration of Covenants, Conditions and Restrictions for Ashley Grove (the "Neighborhood Declaration") shall be used herein with the same meanings as contained therein, except as may otherwise be set forth herein.

**ARTICLE IV
PURPOSES**

The purposes for which the Neighborhood Association is organized is to acquire title to, operate, administer, manage, lease and maintain the Common Areas of the Neighborhood or such

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Exhibit "C" TO Declaration

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Holly A. Harmon Attorney at Law, GOODLETTE, COLEMAN & JOHNSON, 4001 Tamiami Trail North #300, Naples, FL 34103

portions thereof or of Kensington Park, as are dedicated to or made the responsibility of the Association in the Governing Documents in accordance with the terms and purposes set forth therein, to promote the health, safety and welfare of the residents of the Neighborhood, and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the covenants and enforce the provisions of any of the Neighborhood Documents, all subject to the jurisdiction of the Master Association.

ARTICLE V
POWERS

The Association shall have the following powers and shall be governed by the following provisions, subject to the jurisdiction of the Master Association:

A. All of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of the Governing Documents, as they may be amended from time to time.

B. All the of powers reasonably necessary to implement its purposes, including without limitation:

- (1) To perform any act required or contemplated by it under any Governing Documents.
- (2) To make, establish and enforce reasonable rules and regulations governing the use of the Neighborhood Common Areas which are not inconsistent with those of the Master Association.
- (3) To make, levy and collect by any lawful means all assessments and charges either directly or through the Master Association for the purpose of obtaining funds for the payment of Neighborhood common expenses or other expenses, in the manner provided in the Neighborhood Documents, and to use and expend the proceeds of such assessments and charges in the exercise of its powers and duties.
- (4) To protect, maintain, repair, replace and operate those portions of the Neighborhood, and of Kensington Park that it is obligated to protect, maintain, repair, replace and operate in accordance with the Governing Documents.

- (5) To enforce the provisions of the Neighborhood Documents, and the Master Documents where appropriate.
- (6) To pay taxes, if any, on the Neighborhood Common Areas.
- (7) To 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 for the use and benefit of the Members in connection with the affairs of the Neighborhood Association.
- (8) To borrow money in connection with the affairs of the Neighborhood Association, and to execute and issue promissory notes, drafts and other negotiable instruments and evidence of indebtedness, and to secure the payment thereof and of the interest thereon, by any mortgage, security interest, pledge, deed in trust or other encumbrance on all of its real or personal property.
- (9) To purchase policies of insurance upon the Association property and the Common Areas for the protection of the Neighborhood Association and the Members, and use the proceeds from such policies to effectuate its purposes.
- (10) To 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.
- (11) To reconstruct improvements after casualty and to make further improvements to any Association property and the Common Areas.
- (12) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- (13) To employ personnel and to retain independent contractors and professionals such as attorneys, accountants, architects and engineers, to enter into service contracts to provide for the maintenance, operation and management of the property, and to enter into any other agreements consistent with the purposes of the Neighborhood Association, including without limitation, professional management, and to delegate to such professional management certain powers and duties of the Neighborhood

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Association where such function is not performed by the Master Association or is not required by law or the Neighborhood Declaration to be performed or exercised by the Board of Directors or the Members of the Neighborhood Association.

- (14) To approve or disapprove the transfer of ownership, leasing and occupancy of Lots and Living Units, as provided by the Neighborhood Declaration.
- (15) To exercise any and all other powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have, subject always to the Neighborhood Documents and Master Documents, as they may be amended from time to time.

ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the Declaration of Covenants, Conditions and Restrictions and Bylaws for Nottingham Cove, to which a copy of these Articles shall be attached as Exhibit "C".

ARTICLE VII
TERM

The term for which the Neighborhood Association will exist shall be perpetual.

ARTICLE VIII
BYLAWS

The Bylaws of the Neighborhood Association shall be adopted by the first Board, and thereafter may be altered, amended or rescinded in the manner provided therein. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of the Articles shall control.

ARTICLE IX
AMENDMENTS

These Articles may be amended by the following methods:

- (A) Proposal. Amendments may be proposed by a majority of the Board of Directors or upon petition of one-fourth (1/4) of the total voting interests by written

instrument signed by said petitioners, and shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

- (B) Vote Required. Except as otherwise required for by law, these Articles 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 interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Neighborhood Association, and that the notice contains a fair indication and statement of the proposed amendment.
- (C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified or file stamped copy in the Public Records of Collier County, Florida.

ARTICLE X
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 Neighborhood 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 Neighborhood Association, and shall serve at the pleasure of the Board.

ARTICLE XI
INITIAL DIRECTORS

The names and street addresses of the persons who will serve as the initial Directors of the Neighborhood Association are:

Jeffrey R. Mangan
2700 Pine Ridge Road
Naples, FL 34105

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Timothy Maurais
2700 Pine Ridge Road
Naples, FL 34105

Arlette Steiner
2700 Pine Ridge Road
Naples, FL 34105

ARTICLE XII
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Neighborhood Association is 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the initial registered agent of the Neighborhood Association at that address shall be Holly A. Harmon.

ARTICLE XIII
INDEMNIFICATION

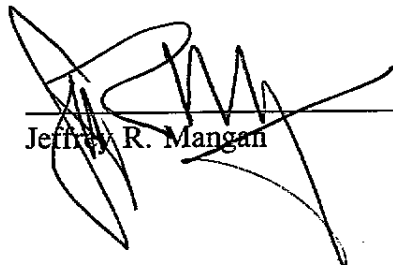
To the fullest extent permitted by Florida law, the Neighborhood Association shall indemnify and hold harmless every Director, every officer of the Association and every member of any committee created pursuant to the Neighborhood Documents which has the authority to expend Neighborhood Association funds, against all expenses and liabilities, including attorneys fees throughout all trial and appellate levels, reasonably incurred by or imposed on him or her in connection with any proceeding, arbitration or settlement to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director, officer or committee member at the time such expenses are incurred. In the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement as being in the best interests of the Neighborhood Association and its Members. Notwithstanding anything contained herein to the contrary, in instances when a judgment or other final adjudication establishes that the actions or inactions of the Director, officer or committee member involved (i) willful malfeasance in the performance of his or her duties; (ii) a conscious disregard for the best interests of the Neighborhood Association; (iii) a violation of criminal law, unless the Director, officer or committee member had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful; (iv) a transaction from which the Director, officer or committee member derived an improper personal benefit; or (v) wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Neighborhood Association, the indemnification provisions contained herein do not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any

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and all rights of indemnification to which such Director, officer or committee member may be entitled by common law or statute.

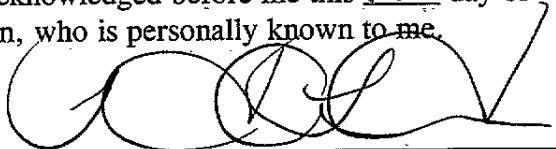
WHEREFORE the incorporator has caused these presents to be executed this 14th day of September, 1998.



Jeffrey R. Mangan

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14th day of September, 1998, by Jeffrey R. Mangan, who is personally known to me.



Signature of Notary Public

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 AM 10:22

HOLLY A. HARMON

Printed Name of Notary Public



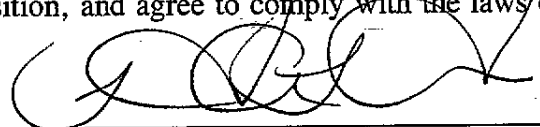
Holly A Harmon
My Commission CC696560
Expires December 26, 2001

Commission Expires:

{NOTARY SEAL}

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NOTTINGHAM COVE HOMEOWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity, am familiar with and accept the obligations associated with the position, and agree to comply with the laws of the State of Florida in keeping open said office.



Holly A. Harmon

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