

N98000005627

JAMES T. HUMPHREY
GEORGE H. KNOTT
GEORGE L. CONSOER, JR.**
MARK A. EBELINI
GAREY F. BUTLER

HUMPHREY & KNOTT
PROFESSIONAL ASSOCIATION
ATTORNEYS-AT-LAW

1625 HENDRY STREET (33901)
P. O. BOX 2449
FORT MYERS, FLORIDA 33902-2449

TELEPHONE (941) 334-2722

TELECOPIER (941) 334-1446

www.humphreyandknot.com

MARK A. HOLWINE
MATTHEW D. UHLE
H. ANDREW SWETT
CHRISTIAN T. VAN HISE

DIRECTOR OF ZONING AND
LAND USE PLANNING
MICHAEL E. ROEDER, AICP

*Board Certified Civil Trial Lawyer
**Board Certified Real Estate Lawyer
†Board Certified Business Litigation Lawyer

December 31, 1997

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****122.50 ****122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

Re: Articles of Incorporation
Village on Crescent Lake at Breckenridge Homeowner's Association, Inc.

To Whom It May Concern:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation of Village on Crescent Lake at Breckenridge Homeowner's Association, Inc., along with a check in the amount of \$122.50 to cover filing fee and certified copy cost. Upon filing, please return one certified copy to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Arlene M. Verissimo

Arlene M. Verissimo,
Secretary to George L. Consoer, Jr.

Enclosure: Articles of Incorporation
Check for \$122.50
Return envelope

FILED
98 SEP 30 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-9/30/98

**ARTICLES OF INCORPORATION
OF
VILLAGE ON CRESCENT LAKE AT BRECKENRIDGE
HOMEOWNERS' ASSOCIATION, INC.**

(A Florida Not-For-Profit Corporation)

FILED
98 SEP 30 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Not-For-Profit Corporation under Chapter 617 of the Florida Statutes does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be VILLAGE ON CRESCENT LAKE AT BRECKENRIDGE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation may be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of this Association as the "Bylaws".

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of this corporation shall be 19850 Breckenridge Drive, Estero, FL 33928. **ARTICLE III**

PURPOSE

The purpose for which this Association is organized is to provide for the maintenance, preservation, architectural control, of the Lots and Common Area now and hereinafter included within that certain tract of real property located in Lee County, Florida, and known as the VILLAGE AT CRESCENT LAKE AT BRECKENRIDGE; to promote the health, safety, and welfare of the Lot Owners (the "Owners" or "Members") within the above described development; and to exercise all of the powers and privileges and to perform all of

the duties and obligations of the Association as defined and set forth in that certain Declaration of Restrictive Covenants, Conditions, Restrictions, and Easements for Village on Crystal Lake At Breckenridge (the "Declaration"), to be recorded in the Public Records of Lee County, Florida, including the establishment and enforcement of payment of assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their Lots. All terms used herein which are defined in the Declaration shall have the same meaning herein.

ARTICLE IV

POWERS

The Association shall have all powers provided in the Declaration, as may be amended from time to time, as well as all powers permitted under Florida law for corporations not-for-profit, including, but not limited to, the following:

a. To exercise all of the powers and privileges , and to perform all of the duties and obligations, of the Association as set forth in that certain Declaration, applicable to the property and recorded in the Public Records of Lee County, Florida, as the same may be amended from time to time, said Declaration being incorporated herein as if set forth in full;

b. To fix and make assessments against each lot included in the development and collect the assessments against the lots, together with the cost of collection, including a reasonable attorneys fee and interest thereon from the date due at the maximum rate then allowed by law, from the owner or owners thereof by any lawful means, including the foreclosure of the lien which the Association has against the lot for the payment of assessments;

c. To pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

d. To acquire (by gift, purchase, or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association;

e. Dedicate, sell, or transfer all or any part of the Common Areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

f. To operate and maintain common property, specifically including, but not limited to, the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, landscaping, buffer, conservation easements and areas, conveyances, culverts, and all related appurtenances;

g. To make, amend, impose and enforce by any lawful means, reasonable rules and regulations with respect to the use of the common areas and association property;

h. To sue and be sued;

i. To contract with others to do and perform any of the functions and obligations of the Association;

j. To borrow money from such lenders and upon such terms as the Association may deem appropriate and hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred, including the right of the Association to make and collect assessments, as security for the repayment thereof;

k. To use and expend the proceeds of assessments and borrowings to pay the debts

and obligations of the Association and otherwise in a manner consistent with the purposes for which this Association is formed;

l. To review the plans and specifications of proposed improvements intended to be constructed on any lot to determine whether they comply with the terms and provisions of the Declaration which have been or will hereafter be recorded among the Public Records of said County as same may from time to time be amended, and, if they comply, approve them, and if they do not comply, disapprove them;

m. To maintain, repair, replace, and operate the areas within the development intended for the common use and benefit of the owners, to the extent not maintained by others, including, but without limitation, the lakes, ditches, canals and other water retention and drainage systems, preservation and conservation areas, the streets, curbs, gutters, medians, entryways, common sewers, and storm sewers and the other common utilities, including common telephone, cable television, and electric transmission cables;

n. To purchase and maintain one or more insurance policies insuring Association property against loss, damage or destruction and insuring the Association liability to others;

o. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property or common elements;

p. To do and perform anything required by these Articles, the Bylaws, or the Declaration to be done by an owner, but not done timely by the owner, at the cost and expense of the owner;

q. To do and perform any obligations imposed upon the Association by the Declaration and to enforce by any legal means the provisions of these Articles, Bylaws, and

the Declaration. To have and exercise any and all power, rights, and privileges that a not-for-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association shall be financed by Assessments against members as provided in the Declaration, and no part of any net earnings of the Associations will enure to the benefit of any member.

The foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all of the powers conferred upon Association so formed.

ARTICLE V

MEMBERSHIP

Association membership shall be comprised of all Lot Owners within the residential development. Qualifications for membership and the manner of admission shall be as provided by the Declaration and Bylaws of this Association.

ARTICLE VI

VOTING

The Members shall have the right to vote on Association matters as provided in the Bylaws.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII
INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is as follows:

| | |
|-------------------|---|
| Joseph R. Nicolla | 52 Corporate Circle Albany, New York 12212 |
|-------------------|---|

ARTICLE IX
BOARD OF DIRECTORS

A. The number of Directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Association are as follows:

- | | | |
|----|------------------------|--|
| 1. | Eugene Sneeringer, Jr. | 19850 Breckenridge Drive Estero, FL 33928 |
| 2. | Joseph R. Nicolla | 52 Corporate Circle Albany NY 12212 |
| 3. | Joseph D. LoTurco | 19850 Breckenridge Drive Estero, FL 33928 |

B. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association as more fully set forth in the Declaration and Bylaws of the Association.

C. The method of election appointment and term of office, removal, and filling of vacancy shall be as set forth in the Bylaws of the Association.

ARTICLE X
BYLAWS AND AMENDMENT TO ARTICLES

A. The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

B. Amendments to these Articles of Incorporation shall require the affirmative vote of seventy-five (75%) percent of those Members entitled to vote in the Association in favor of such amendment.

ARTICLE XI
INDEMNIFICATION

Each Director and Officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which such Director or Officer has or shall become subject to by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such Director or Officer; and the Association shall reimburse each such person for all legal expenses reasonably incurred by such Director or Officer in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of such Director's or Officer's willful misconduct or gross negligence.

The right of indemnification hereinabove provided shall not be exclusive of any rights to which any Director or Officer of the Association may otherwise be entitled by law, and the Association shall indemnify each such Director and Officer to the full extent permitted by law.

ARTICLE XII

CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation, or the Bylaws, the following order of priority shall apply: The Declaration, the Articles of Incorporation, and the Bylaws.

ARTICLE XIII

OFFICERS

The affairs of the Association shall be managed by a President, a Vice President, a Secretary, and a Treasurer, and, if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one year, a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may, from time to time, determine appropriate.

ARTICLE XIV

REGISTERED AGENT AND OFFICE

The name of the Association's initial Registered Agent and its initial Registered Office is as follows:

Joseph D. LoTurco

18950 Breckenridge Drive
Estero, FL 33928

ARTICLE XV
DISSOLUTION OF ASSOCIATION

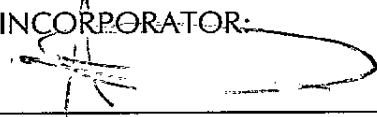
No portion of the net earnings of the Association will inure, upon dissolution of the Association or otherwise, to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the cost and expenses of dissolution, would be distributed in the following manner:

(a) The property and interests in property, whether real, personal, or mixed, which constitute or directly or indirectly related to the surface water management system, if any, will be dedicated to the appropriate governmental agency or contributed to a similar not-for-profit corporation or organization as required by the South Florida Water Management District, if any. This provision may not be amended without the consent and approval of the South Florida Water Management District.

(b) Property and interests in property, whether real, personal, or mixed, which do not constitute or which are neither directly or indirectly related to the Surface Water Management System, if any, will be distributed to the person, firm, or corporation, designated by the developer or, in the event the developer should fail to designate such person, then to the person, firm, or corporation designated by the largest number of owners entitled to cast votes on matters coming before the membership who actually cast votes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of August, 1998.

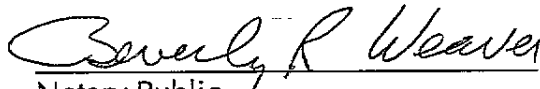
INCORPORATOR:


Joseph R. Nicolla

STATE OF Florida)
) SS
COUNTY OF Lee)

The foregoing Articles of Incorporation were sworn before me this 6 day of August, 1998, by Joseph R. Nicolla, who is personally known to me or has produced a Known as identification.

My Commission expires:


Notary Public
BEVERLY R. WEAVER
Printed Name

NOTARY PUBLIC - STATE OF FLORIDA
BEVERLY RAYE WEAVER
COMMISSION # CC753426
EXPIRES 10/22/2002
BONDED THRU ASA 1-888-NOTARY1

FILED

98 SEP 30 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VILLAGE ON CRESCENT LAKE AT BRECKENRIDGE HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has designated Joseph D. LoTurco, whose address is 19850 Breckenridge Drive, Estero, Florida 33928, County of Lee, State of Florida, as its registered agent to accept service of process within this State.

ACCEPTANCE

Having been designated as registered agent to accept service of process for the above-named corporation, at the place stated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of said law relative to same. I also certify that I am familiar with, and accept, the obligations of the registered agent of the corporation.



Joseph D. LoTurco
Registered Agent