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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Willow Park Owners'
Association, Inc

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Requested by: CEJ

Name _____

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ARTICLES OF INCORPORATION

OF

WILLOW PARK OWNERS' ASSOCIATION, INC.

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The undersigned hereby establishes the following for the purpose of becoming a non-profit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation (hereinafter the "Corporation") shall be:

WILLOW PARK OWNERS' ASSOCIATION, INC.

**ARTICLE II
PURPOSES**

Willow Park Development, Inc., a Florida Corporation, (referred to herein as "Declarant"), is developing certain property in Collier County, Florida known as "Willow Park" (hereinafter the "Park"). The Park is more particularly described in the Declaration of Protective Covenants for Willow Park (hereinafter the "Declaration"). Terms not otherwise defined herein shall have the meaning ascribed to them in the Declaration. The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain property within or related to the Park, and to carry out its rights and duties set forth in the Declaration.

**ARTICLE III
POWERS AND LIMITATIONS**

Section 1. The Corporation shall have the power:

- a. To own, lease, operate, maintain, and administer the Common Areas, and other property within or related to the Park in accordance with the Declaration.
- b. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within the Park.
- c. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation, and pursuant to the Declaration.

d. To do all things necessary to carry out the operation of the corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.

e. To engage professional management agents to manage its affairs, and pay a fee therefor.

f. To grant easements and leases to any Person (as said term is defined in the Declaration) over, under, through, and/or across the Common Areas, for or without compensation to this Corporation, without any need to obtain the approval or joinder of any member or lienholder thereof.

g. To assess members of the Corporation and enforce such assessments in accordance with the Declaration.

Section 2. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

Section 3. All funds and title to all interests in property acquired by the Corporation, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

Section 4. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of all of the total Voting Rights in the Park, and, after receipt of an appropriate decree of dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, Chapter 607, or statute of similar import.

ARTICLE V QUALIFICATIONS FOR MEMBERS AND MANNER OF ADMISSION AND VOTING RIGHTS

Section 1. All Owners in the Park shall be members of the Corporation. An Owner shall automatically be a member of the Corporation upon the recording in the Public Records of Collier County, Florida, of the document evidencing the Owner's fee simple title to a Lot.

Section 2. Voting Rights shall be established in accordance with the Corporation's Bylaws.

ARTICLE VI DIRECTORS

Section 1. The business of this Corporation shall be conducted by a Board of Directors, consisting of at least three (3) Directors.

Section 2. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

Section 3. The Directors herein named (see Article VIII) shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws of this Corporation.

ARTICLE VII OFFICERS

The affairs of the Corporation shall be managed by a president, vice-president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation shall be:

President:	George Vukobratovich 2400 Ninth Street North, Suite 101 Naples, Florida 34103
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Vice-President:	Barbara M. MacDougall 2400 Ninth Street North, Suite 101 Naples, Florida 34103
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Secretary/Treasurer:	Robert Morgan 2400 Ninth Street North, Suite 101 Naples, Florida 34103
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ARTICLE VIII
NAMES AND POST OFFICE ADDRESSES OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

1. George Vukobratovich, 2400 9th Street North, Suite 101, Naples, Florida 34103.
2. Barbara M. MacDougall, 2400 Ninth Street North, Suite 101, Naples, Florida 34103
3. Robert Morgan, 2400 Ninth Street North, Suite 101, Naples, Florida 34103

ARTICLE IX
BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE X
INDEMNIFICATION

Section 1. The Corporation shall indemnify any Director or Officer of the Corporation, and/or any member of the Development Review Committee (collectively referred to herein as the "Indemnities" and individually referred to herein as an "Indemnatee") made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows: This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against an Indemnatee, based on an act, or acts, alleged to have been committed by such Indemnatee, in his capacity as an Officer, Director or member of the Development Review Committee. In any such action, the Indemnatee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnatee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnatee acted with gross negligence or willful misconduct.

Section 2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director, officer, or member of the Development Review Committee, and shall inure to the benefit of his heirs, executors, and administrators of such person. References herein to Directors, officers and members of the Development Review Committee, shall include not only current Directors, officers, and members of the Development Review

Committee, but former Directors, former officers, and former members of the Development Review Committee as well.

Section 3. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Director or officer of the Corporation, or a member of the Development Review Committee, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director, officer or member of the Development Review Committee may be entitled under Florida law.

ARTICLE XI TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No directors or officers of the Corporation shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XII AMENDMENTS

Section 1. These Articles of Incorporation may be amended upon:

- a. The affirmative consent of at least two-thirds ($\frac{2}{3}$) of the entire membership of the Board of Directors and of at least a majority of the total Voting Rights in the Park;
- b. The affirmative consent of at least sixty-five percent (65%) of the total Voting Rights in the Park; or
- c. By the Declarant, Willow Park Development, Inc., for any reason whatsoever.

Section 2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Collier County, Florida.

Section 3. The Corporation expressly elects not to be governed by Section 607.108, Florida Statutes.

ARTICLE XIII INCORPORATOR

The name and post office address of the Incorporator of these Article of Incorporation is George Vukobratovich, 2400 9th Street North, Suite 101, Naples, Florida 34103, which is the principal office and mailing address of the Corporation.

ARTICLE XIV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2400 9th Street North, Suite 101, Naples, Florida 34103, and the name of the initial registered agent of this Corporation is George Vukobratovich. The principal address of the corporation is 2400 9th Street North, Suite 101, Naples, Florida 34103

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgment of the foregoing Articles of Incorporation this 12th day of November, 1998, which Articles are to be filed in the Office of the Secretary of State.

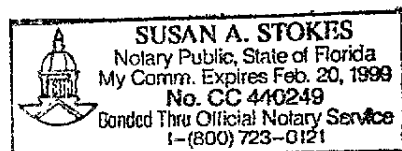
George Vukobratovich, Incorporator
George Vukobratovich, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 12th day of November, 1998 by George Vukobratovich, Incorporator of Willow Park Owners' Association, Inc., (✓) who is personally known to me or () who provided as identification.

Susan A. Stokes
Notary Public
Susan A. Stokes
Notary Printed Name

My Commission Expires: _____



CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

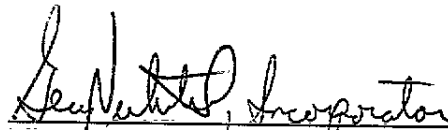
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Pursuant to the provisions of Section 607.051, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

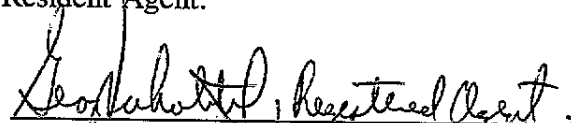
The name of the Corporation is: WILLOW PARK OWNERS' ASSOCIATION, INC.

The name and address of the Registered Agent and office is:

George Vukobratovich
2400 9th Street North, Suite 101
Naples, Florida 34103

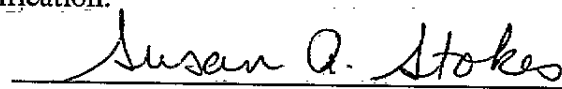

George Vukobratovich, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Resident Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Resident Agent.


George Vukobratovich, Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 12th day of November, 1998 by George Vukobratovich, Registered Agent of Willow Park Owners' Association, Inc., (☒) who is personally known to me or () who provided _____ as identification.


Notary Public
SUSAN A. STOKES
Notary Printed Name
My Commission Expires:

