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Wellington Place at Kensington Commons Association Inc

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ARTICLES OF INCORPORATION

OF

WELLINGTON PLACE AT KENSINGTON COMMONS ASSOCIATION, INC.

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I
Name

The name of the corporation shall be WELLINGTON PLACE AT KENSINGTON COMMONS ASSOCIATION, INC., which corporation shall herein be referred to as the "Association," and whose principal place of business shall be 4375 Dover Court, Suite 102, Naples, Florida 34105.

ARTICLE II
Purpose

The purpose for which the corporation is organized is for the operation and management of condominium buildings and grounds for the use and benefit of the owners of the condominium units located in Collier County, Florida, known as WELLINGTON PLACE AT KENSINGTON, a Condominium.

ARTICLE III
Powers

The powers of the Association shall be, in addition to the general powers afforded a corporation not for profit under the statutory laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Association, including, but not limited to, the following:

1. To operate and manage a condominium apartment building or buildings and the lands on which it is situated and the recreational land adjoining such building or buildings or situated in the Condominium which land is owned or leased by this Association for the use and benefit of the condominium units.

2. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Condominium and Bylaws, and any rules and regulations of the Association, which shall include:

(a) to make and collect assessments against members to defray the costs, expenses and losses of the Condominium;

(b) to use the proceeds of assessment in the exercise of its powers and duties;

(c) to maintain, repair, replace and operate the condominium property;

(d) to reconstruct improvements after casualty and to further improve the property;

(e) to make and amend regulations respecting the use of the property and the condominium;

(f) to approve or disapprove proposed purchasers, lessees and mortgagees of condominium units;

(g) to enforce by legal means the provisions of the condominium documents, these Articles, the Bylaws of the Association and the rules and regulations for the use of the property in the condominium; and

(h) to contract for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon non-profit corporations of a similar character by the provisions of Chapter 617, Florida Statutes, entitled "Florida Corporations Not For Profit," now or hereafter in force and to do any and all things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations formed to operate condominium buildings under the provisions of Chapter 718, Florida Statutes, 1977, as amended, now or hereafter in force.

5. No compensation shall be paid to Directors for their services as Directors. Compensation, however, may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Association outside of his or her duties as a Director. In this case, compensation must be approved and advanced by the Board of Directors and the Director receiving such compensation shall not be permitted to vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agent or attorneys for services rendered to the corporation.

6. All funds, and the titles to all properties acquired by this Association, and the proceeds thereof, shall be held in trust for the owners of the condominium units in accordance with the provisions of the Declaration of Condominium and its supporting documents.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, together with its supporting documents which govern the use of the owned and leased lands to be operated and administered by this Association.

8. In addition to all of the powers above granted, the Association shall have the power to enter into a lease for the use of adjoining real estate for recreational purposes and for the use and benefit of the owners of individual units in the Condominium buildings to be operated by this Association, and to assess the owners of units as common expenses, the obligations of the Association incurred under such recreational or club lease which may include the payment of taxes and assessments, insurance premiums, utilities, maintenance and repairs, costs of operation and any other levy as provided for in any such recreational or club lease to which the Association may become a party. In addition, the power to pay the owners of the leased premises or their assigns any rentals called for in any lease to which the Association is a party.

ARTICLE IV
Membership

The qualification of members, the manner of their admission, and the voting by members shall be as follows:

1. This corporation shall be organized without any capital stock.

2. All owners of condominium units in WELLINGTON PLACE AT KENSINGTON, A CONDOMINIUM, shall be members of the Association and no other persons or other entities shall be entitled to membership; provided, however, until such time as the Declaration of Condominium for WELLINGTON PLACE AT KENSINGTON, A CONDOMINIUM, has been placed on record with the Clerk of the Circuit Court of Collier County, Florida, the Developer shall be a member of the Association and entitled to one (1) vote, after which time, unless the Developer is the owner of condominium units, its membership shall cease.

3. Other persons shall become members of the Association by the recording in the Public Records of Collier County, Florida, a Deed establishing a change of record title to a condominium unit and the delivery to the Association of a certified copy of such Deed; the new owner(s) designated by such instrument, thereby becoming a member of the Association and the membership of the prior owner(s) shall at that time be terminated.

4. The interest of any member in any part of the real property or in the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to the condominium unit.

5. Voting by the members of WELLINGTON PLACE AT KENSINGTON COMMONS ASSOCIATION, INC., in the affairs of this Association shall be one (1) vote per unit. Said vote may be exercised or cast by the owner of each unit in such manner as will be provided in the Declaration of Condominium and the Bylaws adopted by the Association. Should any member own more than one condominium unit, such member shall be entitled to cast as many votes as he owns condominium units in the manner provided herein and in said Bylaws and Declaration of Condominium.

ARTICLE V
Corporate Existence

This Association shall continue to exist so long as the Condominium known as WELLINGTON PLACE AT KENSINGTON, A CONDOMINIUM, shall be in existence.

ARTICLE VI
Directors

1. The business of this Association shall be conducted by a Board of Directors having not less than three (3) nor more than nine (9) Directors as shall be determined by the Bylaws and in the absence of such determination shall consist of nine (9) Directors. If at any time this Condominium shall consist of five (5) or fewer units, then in that event one owner of each unit shall be a member of the Board of Directors. The initial Board of Directors shall consist of three (3) members and while the Developer is in control of the Association, the number of Directors shall be three (3).

2. The election of Directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Association. Directors shall be elected at the annual meeting of the members of the Association by the Developer (if applicable) and by the members, and they shall hold office for a one (1) year term or until their successors are duly elected. The Developer shall have the right to elect a majority of the Directors until such time as it is required by law to transfer control of the Association to unit owners.

ARTICLE VII
Directors and Officers

The names and addresses of the first Board of Directors will be determined at a later date and the initial officer of the Association who shall hold office until his successors are elected and qualified is as follows:

Name	Address
A.L. Bateman	4375 Dover Court, Suite 102, Naples, FL 34105

ARTICLE VIII
Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors. The amendment, alteration or recission of said By-laws shall be in accordance with the provisions of said Bylaws.

ARTICLE IX
Amendments to Articles of Incorporation

1. The Articles of Incorporation may be amended by the members at any regular, special or annual meeting of the members at which a quorum is present, called for such purpose, or in the case of an annual meeting, provided notice of the proposed changes have been furnished in writing to all members or persons entitled to vote thereon, at least thirty (30) days prior to said meeting. Such amendment shall be effective when approved by at least sixty-six percent (66%) of the total number of votes to which the unit owners present and voting shall be entitled, except as provided in Paragraph 2 immediately below; provided, further, that as long as the Developer has the power to elect a majority of the Board of Directors, no amendment shall be effective without its written approval.

2. No amendment to these Articles of Incorporation shall be valid without the written consent of one hundred percent (100%) of the members and as provided in the Declaration of Condominium as to any of the following matters:

(a) No amendment may be made which in any way changes the percentage of ownership owned by any member of a condominium unit in a general common property or limited common property of the condominium; or,

(b) No amendment may be made which in any way modifies the vote which may be cast by any member; or,

(c) No amendment may be made which in any way modifies the percentage of the assessments to be levied against any member for the operation and maintenance of the general common property or limited common property of the condominium.

ARTICLE X
Assessments and Funds

1. All assessments paid by the owners of condominium units for the maintenance and operation of WELLINGTON PLACE AT KENSINGTON, A CONDOMINIUM, shall be utilized by the Association to pay for the costs of said maintenance and operation, as set forth in the Declaration and Bylaws. The Association shall have no interest in any funds received by it through assessments on the owners of individual condominium units except to the extent necessary to carry out the powers vested in it as agent for said members.

2. The Association shall make no distribution of income to its members, Directors or officers, and it shall be conducted as a non-profit corporation. The refund of unused assessments to an owner paying the same shall not constitute a distribution of income.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 13 day of April, 1999.

Address:

R. SCOTT PRICE

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me, this 13th day of April 1999, by R. SCOTT PRICE, Esq., who is personally known to me or who has produced _____ as identification and who ✓ did or __ did not take an oath.

NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
JUDITH STEVENS
COMMISSION NUMBER
CC550676
MY COMMISSION EXPIRES
JULY 26,2000
NOTARY PUBLIC ★STATE OF FLORIDA★

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. The Registered Agent's office is located at 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105.

R. Scott Price
Registered Agent

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99 APR 15 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA