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The Colony at Hawksbridge Condominium Association Inc.

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	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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ARTICLES OF INCORPORATION

FOR

THE COLONY AT HAWKSRIDGE CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation, herein called the "Condominium Association", is The Colony at Hawksridge Condominium Association, Inc., and the corporate office address is 2660 Hawksridge Drive, Naples, Florida 34103.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Condominium Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Colony at Hawksridge, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Condominium Association shall be distributed or inure to the private benefit of any member, Director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

A. To make and collect assessments against members of the Condominium Association to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

B. To maintain, repair, replace and operate the Condominium Property and Condominium Association Property.

C. To purchase insurance upon the Condominium Property and Condominium Association Property for the protection of the Condominium Association, its members, and their mortgagees.

D. To reconstruct improvements after casualty and to make further improvements of the property.

E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements.

F. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-Laws.

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Condominium Association.

H. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Condominium Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Condominium Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

J. To acquire real and personal property in the name of the Condominium Association.

K. To collect assessments due from Unit Owners to Hawksridge Property Owners Association, Inc.

All funds and the title to all property acquired by the Condominium Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

A. The members of the Condominium Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the By-Laws; after termination of the condominium the members shall consist of those who are members at the time of such termination.

B. After receiving approval of the Condominium Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other

instrument and by the delivery to the Condominium Association of a copy of such instrument.

C. The share of a member in the funds and assets of the Condominium Association cannot be assigned, or transferred in any manner except as an appurtenance to his unit.

D. The owners of each unit, collectively, shall be entitled to one vote in Condominium Association matters as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE IV

TERM: The term of the Condominium Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Condominium Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS:

A. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Condominium Association, and that the notice contains a copy of the proposed Amendment.

B. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS:

A. The affairs of the Condominium Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, initially appointed by the Developer, and in the absence of such determination shall consist of three (3) Directors. Except for

Directors appointed by the Developer, all Directors must be members of the Condominium Association.

B. Directors of the Condominium Association shall be elected by the members 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 Condominium Association shall be conducted by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

ARTICLE VIII

INCORPORATORS:

The name and address of the incorporator is:

R. Scott Price, Esquire
2640 Golden Gate parkway, Suite 315
Naples, Florida 34105

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Condominium Association and their addresses shall be:

Marvin Bok
8205 Lima Road
Ft. Wayne, Indiana 46818

Sue Davidson
2561 Talon Court
Naples, Florida 34105

Janet Bok
2561 Talon Court
Naples, Florida 34105

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Condominium Association shall be at:

2640 Golden Gate Parkway, Suite #315
Naples, Florida 34105

The initial registered agent at said address shall be:

R. Scott Price, Esq.

ARTICLE XI

INDEMNIFICATION:

The Condominium Association shall indemnify every Director and every officer of the Condominium Association against all expenses and liabilities including attorney's 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 Condominium Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Condominium Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 11th day of May, 1999.

R. Scott Price, Esq.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was ~~acknowledged before me~~ this 11th day of May, 1999, by R. Scott Price, Esq., who is personally known to me or who has produced _____ as identification.

Notary Public

Judith Stevens
Printed Name

OFFICIAL NOTARY SEAL
JUDITH STEVENS
COMMISSION NUMBER
CC550676
MY COMMISSION EXPIRES
JULY 26,2000

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Colony at Hawksridge Condominium Association, Inc., at the place designated in 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 in keeping open said office.

R. SCOTT PRICE, ESQ.

Dated: May 11, 1999

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TALLAHASSEE, FLORIDA