



THE UNITED STATES CORPORATION COMPANY

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REFERENCE : 325468 121349A

AUTHORIZATION :

Patricia Piggitt

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ORDER DATE : July 30, 1999

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ORDER NO. : 325468-005

CUSTOMER NO: 121349A

CUSTOMER: Lisa H. Barnett, Esq
CHEFFY PASSIDOMO, LLP
CHEFFY PASSIDOMO, LLP
Suite 201
821 Fifth Avenue South
Naples, FL 34102

FILED
99 JUL 30 AM 9:15
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

DOMESTIC FILING

500002946395--2

NAME: VANDERBILT LAGOON VILLAS
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

~~W99-17865~~

2/1/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

August 2, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: VANDERBILT LAGOON VILLAS CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W99000017865

We have received your document for VANDERBILT LAGOON VILLAS CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please delete the information on the bottom of each page VANDERBILT LAGOON VILLAS - ARTICLES OF INCORPORATION EXHIBIT "C",

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 699A00039165

8/13/99

Documents corrected

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**ARTICLES OF INCORPORATION
OF
VANDERBILT LAGOON VILLAS CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes (1999), these Articles of Incorporation are created by Peter R. Bourassa, 5051 Castello Drive, Suite 224, Naples, Florida 34103, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Vanderbilt Lagoon Villas Condominium Association, Inc., and its initial office is c/o Kramer-Triad Management Group, LLC, 6732 Lone Oak Boulevard, Naples, Florida 34109.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 4 of the Declaration of Condominium to which these Articles are a recorded exhibit shall apply to the same terms when used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of "Vanderbilt Lagoon Villas, a Condominium," located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

- (A) To levy and collect assessments against the units 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 protect, maintain, repair, replace and operate the condominium property.
- (C) To insure the condominium property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty, and to further improve the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units if authorized to do so in the Declaration of Condominium.

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(G) To enforce the provisions of the Condominium Act, the condominium documents and any rules and regulations of the Association.

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

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

(J) To make agreements, or acquire leaseholds (including leasehold interests in sovereignty submerged lands), memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held by it in trust, and used for the benefit of the members in accordance with the provisions of the condominium documents.

ARTICLE IV

MEMBERSHIP:

(A) The members of the Association are all record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws.

(B) The share of each member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded as provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed from office, and vacancies on the Board of Directors filled in the manner provided in the Bylaws, unless otherwise required by law.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles may be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Directors, or by written petition to the Board signed by the owners of at least two (2) units.

(B) Procedure. If any amendment to these Articles is so proposed, the proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by two thirds (2/3) of the voting interests at any annual or special meeting called for that purpose, or if it is approved in writing by the owners of at least two thirds (2/3) of the voting interests without a meeting, provided that notice of the proposed amendment has been given or mailed to the members of the Association, and that the notice contains the text of the proposed amendment.

(D) Effective Date. An amendment which is duly adopted shall become effective upon filing with the Florida Secretary of State, and subsequently recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as are required for the recording of an amendment to the Bylaws.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Peter Bourassa
5051 Castello Drive, Suite 224
Naples, Florida 34103

Enrique Darer
5051 Castello Drive, Suite 224
Naples, Florida 34103

Arthur Scheinholz
5051 Castello Drive, Suite 224
Naples, Florida 34103

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

5051 Castello Drive
Naples, Florida 34103

The initial registered agent at said address shall be:

Peter R. Bourassa

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the 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 made a party because of his being, or having been, a Director or officer of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

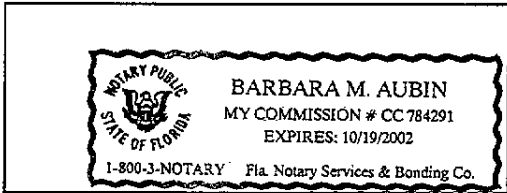
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approve the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 26th day of July, 1999.

By: *Peter R. Bourassa*
Peter R. Bourassa

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26 day of July, 1999, by Peter R. Bourassa. He is personally known to me or did produce DRIVERS LICENSE as identification. Note: If no type of identification is inserted, then he is personally known to me.



Notarial Seal

Barbara M. Aubin
Notary Public Signature
BARBARA M. AUBIN
Print name

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, 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 provisions of the laws of the State of Florida, relative to keeping open said office.

Peter R. Bourassa
5051 Castello Drive
Suite 224
Naples, FL 34103



Peter R. Bourassa

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