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FLORIDA NON-PROFIT CORPORATION

Cambridge Square / Naples Gateway Master Association

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ARTICLES OF INCORPORATION**OF****CAMBRIDGE SQUARE / NAPLES GATEWAY
MASTER ASSOCIATION, INC.**

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Cambridge Square of Naples, L.C., a Florida limited liability company, 2171 Pine Ridge Road, Naples, Florida 34109, and James Colosimo, Trustee under unrecorded Land Trust Agreement dated December 12, 1992, 4099 Tamiami Trail, Suite 305, Naples, Florida 34103, as incorporators, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation herein called the "Association", is **CAMBRIDGE SQUARE / NAPLES GATEWAY MASTER ASSOCIATION, INC.**, and the mailing address is 4099 Tamiami Trail, Suite 305, Naples, Florida 34103.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617, Florida Statutes to oversee the administration and enforcement of the Master Covenants and Restrictions for the **CAMBRIDGE SQUARE PUD** and the **NAPLES GATEWAY PUD**, located in Collier County, Florida (the "Master Covenants").

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. 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 limited or modified by these Articles, the Master Covenants, the Master Association Bylaws, or the applicable provisions of the Florida Statutes, as they may hereafter be amended from time to time, including without limitation, the following

- A. To contract and sue or be sued with respect to the exercise or non-exercise of the its powers,
- B. To protect, maintain, repair, replace and operate the Association and the Association's property, including the surface water management system permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances,
- C. To make, amend and enforce reasonable rules and regulations governing the use of the Association assets and the operation of the Association.

This Instrument Prepared By:
John P. White, Attorney at Law
Parrish, White, Lawhon & Moore, P.A.
5121 Castello Drive, Suite 2
Naples, Florida 34103
(941) 649-7777
Florida Bar No.: 170000

Articles of Incorporation of
**CAMBRIDGE SQUARE / NAPLES GATEWAY
MASTER ASSOCIATION, INC.**
Exhibit "B" to the Declaration of Master Covenants
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- D. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- E. To contract for the management, maintenance, and operation of the Association and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Florida Statutes and the Declaration of Master Covenants and Restrictions to be exercised by the Board of Directors of the membership of the Association.
- F. To purchase insurance upon the Association property for the protection of the Association and its members.
- G. To own and convey property.
- H. To enforce the provisions of the Master Covenants and Restrictions, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- J. To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment of trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Master Covenants and Restrictions, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- A. The members of the Association shall be all of the record owners of the fee simple interests in the real property parcels comprising the Cambridge Square and Naples Gateway Planned Unit Developments, as further provided in the Bylaws.
- B. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to said member's unit.
- C. The owners of each real estate parcel, collectively, shall be entitled to the number of votes in Association matters as set forth in the Association Bylaws and/or Master

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Covenants and Restrictions. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

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

- A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon petition of the owners of one-fourth (1/4th) of the member parcels by instrument, in writing, signed by them and as provided in the Association Bylaws.
- B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or member parcel owners, such proposed amendment or amendments 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 for by Florida law, these Articles of Incorporation may be amended by vote of a majority of voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

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.

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- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board.

ARTICLE VIII

INITIAL DIRECTORS.

The initial Directors of the Association shall be:

Mr. Jon Parrish
Parrish & Moore, P.A.
2171 Pine Ridge Road
Naples, FL 34109

Mr. James R. Hironen
4099 Tamiami Trail, Ste 305
Naples, FL 34103

Mr. James Colosimo
4099 Tamiami Trail, Ste 305
Naples, FL 34103

ARTICLE IX

INITIAL REGISTERED AGENT.

The initial registered office of the Association shall be at:

Parrish, White, Lawhon & Moore, P.A.
5121 Castello Drive, Suite 2
Naples, FL 34103

The initial registered agent at said address shall be:

Mr. John P. White

ARTICLE X

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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 attorneys 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 Association. The foregoing right of 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 rights 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. Wrongful conduct by Directors or officers appointed by the Trustee, 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 the Board of Directors approves such settlement as being in the best interests 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 3rd day of December, 1999.

Cambridge Square of Naples, L.C., a Florida
Limited Liability Company, by Cambridge
Square Development Co., a Florida
corporation, Manager

By: 

Jon Parish, President


James Colosimo, Trustee under unrecorded
Land Trust Agreement dated December 12,
1992

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STATE OF FLORIDA
COUNTY OF COLLIER

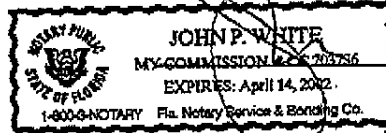
The foregoing instrument was acknowledged before me this 3rd day of December, 1999, by Jon Parrish, President of Cambridge Square Development Co., a Florida corporation, as Manager of Cambridge Square of Naples, L.C., a Florida limited liability company, on behalf of said corporations. He is personally known to me, or provided a Florida Driver's license as identification.

James L. McVey
My Commission CC803678
Expires March 19, 2003Signature of Notary
(SEAL)

My Commission Expires:

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3rd day of December, 1999 by James Colosimo, Trustee under unrecorded Land Trust Agreement dated December 12, 1992. He is personally known to me, or provided a Florida Driver's license as identification.

Signature of Notary
(SEAL)

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAMBRIDGE SQUARE / NAPLES GATEWAY MASTER 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.

John P. White

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