

CAPITAL CONNECTION, INC.

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N99000007661

Summerlin Bend
Commercial Property
Associations, Inc.

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*****70.00 *****70.00

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
99 DEC 30 AM 10:35
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 30 AM 9:40
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS 12/30/99 9:14
Name Date Time

Walk-In _____ Will Pick Up _____

T. Burch DEC 30

**ARTICLES OF INCORPORATION
OF**

**SUMMERLIN BEND COMMERCIAL PROPERTY ASSOCIATION, INC.,
a Florida non profit corporation**

FILED
99 DEC 30 AM 10:35
LEE COUNTY CLERK'S OFFICE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 of the Florida Statutes, these Articles of Incorporation are created by WSR REALTY GROUP, INC., a Florida corporation, as the Incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is SUMMERLIN BEND COMMERCIAL PROPERTY ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 600 Fifth Avenue South, Suite 210, Naples, Florida 34102.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, Officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate commercial property owners' Association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, have the specific purposes and powers described below:

(A) PURPOSES:

- (1) To provide for the operation and maintenance of the Common Areas, private property and structures placed under the jurisdiction of the Association.
- (2) To promote the health, safety and welfare of the members as lot owners of the commercial property located on the property subject to the jurisdiction of the Association.

- (3) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the aforesaid Declaration.
- (4) To be responsible in perpetuity for maintenance of the stormwater management system and any Preservation areas (i.e. all preserved, restored, or created wetlands areas and upland buffer zones); and to take action against Lot owners, if necessary, to enforce the conditions of the permit(s) issued by South Florida Water Management District ("SFWMD") for the Community.
- (5) To be the responsible entity to operate and maintain the stormwater management system as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

(B) POWERS: The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the said Declaration of Covenants, Conditions and Restrictions, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a commercial property subdivision subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

- (1) Fix, levy, collect and enforce payment by any lawful means all charges, assessments or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property of the corporation;
- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to Lots 1 through 10, SUMMERLIN BEND SUBDIVISION, according to the plat recorded in Plat Book 53, Pages 94 through 98, inclusive, of the Public Records of Lee County, Florida. (Hereafter Summerlin Bend Commercial Subdivision).
- (3) Pay taxes, if any, on the Common Areas.
- (4) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;

- (5) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (6) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless at least two-thirds (2/3) of the voting interests consent to such dedication, sale or transfer;
- (7) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes;
- (8) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3) of the voting interests of the Association;
- (9) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.
- (10) Operate and maintain the stormwater management system, including by not limited to all lakes, retention areas, culverts and related appurtenances, in accordance with the South Florida Water Management District permit(s).
- (11) Contract for services necessary to operate and maintain the stormwater system.
- (12) Establish rules and regulations.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in Article 3 of the Declaration of Covenants, Conditions and Restrictions for SUMMERLIN BEND COMMERCIAL SUBDIVISION to which a copy of these Articles shall be attached as an Exhibit, as will the Bylaws. The members of the Association include all of the owners of the lots encumbered by said Declaration of Covenants.

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 in the manner provided therein.

ARTICLE VII

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 one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting 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.

(C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII

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 of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on 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 IX

INITIAL DIRECTORS:

The initial Directors of the Association shall be:

Martin M. Wasmer
600 5th Avenue South, Suite 210
Naples, Florida 34102

Michael Schroeder
600 5th Avenue South, Suite 210
Naples, Florida 34102

Donna Sisia
600 5th Avenue South, Suite 210
Naples, Florida 34102

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

600 5th Avenue South, Suite 207
Naples, Florida 34102

The initial registered agent at said address shall be:

David C. Bourgeau, Esq.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless 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 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) 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 the Board of Directors approves such 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 Governor or officer may be entitled.

ARTICLE XII

In the event the Association is dissolved, the property consisting of the stormwater management system will be conveyed or dedicated to a similar non-profit organization to assure continued maintenance in perpetuity.

Wherefore, the Incorporator has caused these presents to be executed this 29th day of December, 1999.

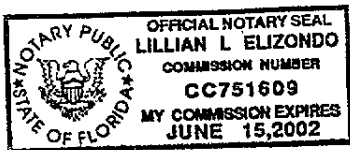
WSR Realty Group, Inc., a Florida corporation

By: Martin M. Wasmer
Martin M. Wasmer, Its _____ President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 29th day of December, 1999, by Martin M. Wasmer, _____ President of WSR Realty Group, Inc., on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Lillian L. Elizondo
NOTARY PUBLIC



Printed Name

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Summerlin Bend Commercial Property 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.



David C. Bourgeau