

PO1000009069

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

600003573476--7
-01/24/01--01062--014
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- NAPLES GATEWAY APEZ TRIANGLE PROPERTY OWNERS' ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
01 JAN 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FL 32301

RECEIVED
01 JAN 24 PM 1:52
DIVISION OF CORPORATION

Examiner's Initials

T. SMITH JAN 24 2001

7

FILED
01 JAN 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
NAPLES GATEWAY APEX TRIANGLE
PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby voluntarily associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I

NAME:

The name of the corporation is NAPLES GATEWAY APEX TRIANGLE PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "association" or "corporation".

ARTICLE II

STREET ADDRESS:

The street address, which is the same as the mailing address, of the initial principal office of the corporation, is c/o Grubb & Ellis/IPC, 3201 Tamiami Trail North, Naples, FL 34103.

ARTICLE III

PURPOSE:

This corporation is organized to establish a property owners association of the owners of real property in the triangular parcel of real property in Collier County, Florida bounded on the southwest by US41, on the north by Davis Boulevard and on the east by Commercial Drive (the "Apex Triangle") and as it may be expanded from time to time. The association shall have the following specific purposes:

1. To promote the health, safety and welfare of the property owners within the Apex Triangle.
2. To promote and protect the property values of the real property within the Apex Triangle.
3. To provide an entity to communicate and deal with the Board of County Commissioners of Collier County, Florida and other governmental agencies relative to redevelopment of the Apex Triangle.
4. The purpose of this corporation will not include or permit pecuniary gain or profit nor distribution of its income to its members, officers or directors.

ARTICLE IV

POWERS:

This association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles. This corporation shall also have all of the powers and authority reasonably necessary or appropriate to meet its purposes, as it may from time to time be amended, including but not limited to the following:

- (a) To request and collect contributions from members necessary to realize the purposes of this corporation.
- (b) To appear before the Board of County Commissioners of Collier County, Florida and all other governmental agencies in order to promote the purposes of this corporation.
- (c) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP:

Every person or entity who is a record owner of a fee simple title in any parcel of real property within the Apex Triangle may be a member of this association upon request by that owner. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VI

VOTING. Voting by members in the affairs of the association shall be as follows:

- (a) There shall be a total maximum of 100 votes of members entitled to be cast in any matter requiring the vote of the membership.
- (b) Each member shall be entitled to vote a fraction of the total number of votes based on the value of the parcel real property owned by that member. Initially such value should be based on the most recent appraised value established by the Collier County Property Appraiser. However at such time as an appraisal is made by an independent MAI appraiser then the fraction of the total votes for each member shall be readjusted based on the appraised value of each parcel as it bears to the entirety of the parcels within the Apex Triangle.
- (c) When more than one person or entity owns or holds an interest in a parcel of real property in the Apex Triangle, the votes allocated to that parcel shall be exercised as they among themselves determine, but in no event shall they be entitled to cast more votes than are allocated to that parcel as determined above.
- (d) There shall be no fractionalization of votes. All fractions shall be rounded to whichever higher or lower number is closer. In no event shall there ever be more than 100 votes.

ARTICLE VII

BOARD OF DIRECTORS:

The affairs of this corporation shall be managed by a Board of Directors, who need not be members of this corporation. The initial Board shall consist of four (4) Directors. The number of Directors may be increased or decreased by the By-Laws of this corporation, but shall never be less than three (3) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
John T. Conroy, Jr.	c/o Grubb & Ellis/IPC 3201 Tamiami Trail North Naples, FL 34103
Maynard W. "Danny" Schryver	481 8 th Avenue South Naples, FL 34102
Bob Taylor	P.O. Box 11899 Naples, FL 34101
Sandy Thalheimer	3200 Tamiami Trail North Naples, FL 34103

Unless contrary provisions are made by By-Laws the initial Directors shall serve for sixty (60) days after the date of incorporation after which time the members may elect successor Directors who shall hold office until each annual meeting of this corporation.

A majority of the Directors currently serving as such shall constitute a quorum. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the corporation. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the members or of the Board of Directors of the corporation may be held within or without the State of Florida.

ARTICLE VIII

OFFICERS:

The affairs of this Association shall be administered by a President, Vice President, Secretary and Treasurer. 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 of Directors. The Board may replace the initial officers and elect new officers sixty (60) days after the date of incorporation. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	John T. Conroy, Jr.	c/o Grubb & Ellis/IPC 3201 Tamiami Trail North Naples, FL 34103
Vice-President	Maynard W. "Danny" Schryver	481 8 th Avenue South Naples, FL 34102
Secretary	Sandy Thalheimer	3200 Tamiami Trail North Naples, FL 34103
Treasurer	Bob Taylor	P.O. Box 11899 Naples, FL 34101

ARTICLE IX

BY-LAWS:

The first By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS:

Amendments to these Articles shall be proposed by the Board of Directors and adopted by a majority vote of the members of the Corporation at any annual or special meeting called for that purpose, provided that the full text of any proposed amendment shall be included in the notice of such special meeting and provided further that the voting requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision.

ARTICLE XI

SUBSCRIBERS:

The name and address of the subscribing incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
John T. Conroy, Jr.	c/o Grubb & Ellis/IPC 3201 Tamiami Trail North Naples, FL 34103

ARTICLE XII

INDEMNIFICATION:

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a

of the Association, whether or not that person is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement. 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.

ARTICLE XIII

REGISTERED OFFICE:

The address of the corporation's initial registered office is:

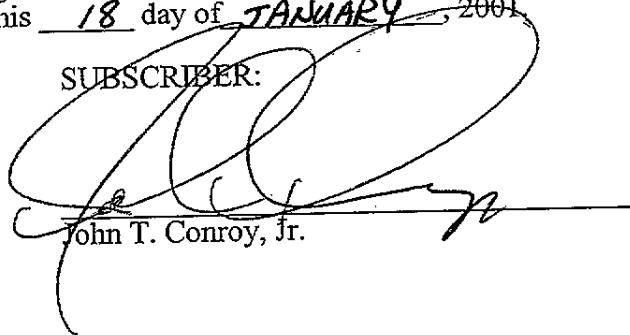
c/o Grubb & Ellis/IPC
3201 Tamiami Trail North
Naples, FL 34103

The name of the corporation's initial registered agent at the above address is:

John T. Conroy, Jr.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribing incorporator of this corporation, have, executed these Articles of Incorporation this 18 day of JANUARY, 2001.

SUBSCRIBER:


John T. Conroy, Jr.

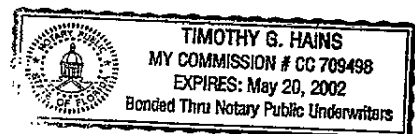
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18 day of JAN, 2001, by JOHN T. CONROY, JR.


NOTARY PUBLIC

(SEAL)

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services of process for the NAPLES GATEWAY APEX TRIANGLE PROPERTY OWNERS' ASSOCIATION, INC. at the place designated in the Articles of Incorporation, John T. Conroy, Jr. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

By: 

John T. Conroy, Jr.

Date: JANUARY 18, 2001

FILED
01 JAN 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA