

**ARTICLES OF INCORPORATION
OF
NAPLES RESERVE HOMEOWNERS ASSOCIATION, INC."**

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is Naples Reserve Homeowners Association, Inc. (the "Association") located at 3232 W. Lake Mary Blvd. Ste. 1410, Lake Mary, Florida 32746.

**ARTICLE II
PERIOD OF DURATION**

The Association shall have perpetual duration.

**ARTICLE III
PURPOSES AND POWERS**

The Association is organized as a not-for-profit corporation under the laws of the State of Florida, for the purpose of performing certain functions for the common good and general welfare of the residents and property owners within the Naples Reserve residential community in Collier County, Florida (the "Community").

The Community will consist of that certain property as is more particularly described in that certain Declaration of Covenants, Conditions and Restrictions for Naples Reserve

(the "Declaration") to be executed by Naples Reserve, LLC, a Florida limited liability company as "Declarant", and recorded in the public records of Collier County, Florida. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to such terms in the Declaration.

The Association shall have and may exercise all powers necessary or convenient to effect this purpose as set forth above, including, to the extent, and only to the extent, necessary to carry out such purpose, the following powers and duties:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association (including Common Area);

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(c) 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 Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the Members present, in person or by proxy, and voting at a duly held meeting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members; provided that such dedication or transfer shall have the assent of two-thirds (2/3) of the Members present, in person or by proxy, and voting at a duly held meeting;

(f) participate in mergers and consolidations with other non-profit associations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the Members present, in person or by proxy, and voting at a duly held meeting; and

(g) have and exercise any and all powers, rights and privileges which an association organized under the laws of the State of Florida may now or hereafter have or exercise.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors of not less than three (3), nor more than nine (9), directors, who need not be Members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The initial Board of Directors shall consist of three members, who shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Donald E. Mears	3232 W. Lake Mary Blvd. Ste. 1410-Lake Mary, FL. 32746
2. Jim Moyle	17420 Sterling Lake Dr. Ft. Myers, FL. 33967
3. Dan Melaugh	1114 Ave of the Americas New York, N.Y. 10036

The initial Board of Directors shall serve until their successors are appointed or elected in accordance with the By-Laws of the Association.

**ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association shall be 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103. The initial registered agent at such address shall be Richard D. Yovanovich, Esq.

**ARTICLE VI
OFFICERS**

The initial officers of the Association shall be as selected by the Board of Directors in accordance with the By-Laws of the Association.

**ARTICLE VII
INCORPORATOR**

The names and addresses of the Incorporator in the State of Florida are:

<u>NAME</u>	<u>ADDRESS</u>
Donald E. Mears, Jr.	3232 W. Lake Mary Blvd. Ste. 1410 Lake Mary, Florida 32746

**ARTICLE VIII
MEMBERSHIP AND VOTING RIGHTS**

The Association shall have two (2) classes of membership, Class "A" Membership, and Class "B" Membership, as follows:

(a) Class "A" Membership. Class "A" Members shall be all Owners of fee title to Lots other than Declarant. Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold fee title.

(b) Class "B" Membership. The Class "B" Member shall be Declarant. The Class "B" Member shall be entitled to five (5) votes for each Lot owned by Declarant. The Class "B" Member shall be entitled to appoint all of the members of the Board of Directors prior to the Turnover Date (as defined in the Declaration). On the Turnover Date, the Class "B" Membership shall terminate and, notwithstanding anything else contained herein, Declarant shall become a Class "A" Member and shall be entitled to one (1) vote for each Lot owned by Declarant.

**ARTICLE IX
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Association shall indemnify its directors and officers and may indemnify its employees and agents, to the fullest extent permitted by law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, article, agreement, vote of Members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer of the Association may be entitled.

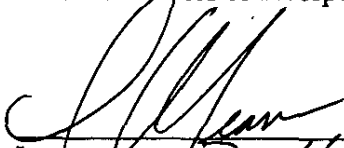
**ARTICLE X
AMENDMENT OR DISSOLUTION OF INCORPORATION**

Prior to the Turnover Date, these Articles of Incorporation may be amended at the sole discretion of the Class "B" Member. After the Turnover Date, any amendment of these Articles of Incorporation shall require the assent of seventy five percent (75%) of the entire Membership. **In addition, any proposed amendment to these Articles of Incorporation which would affect surface water management system (including environmental conservation areas in the water management portions of the Common Areas), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of a surface water management permit.**

**ARTICLE XI
DISSOLUTION AND DISPOSITION OF ASSETS UPON DISSOLUTION**

The Association may be dissolved only if such dissolution is approved by a vote of seventy-five percent (75%) of the entire Membership. Prior to the Turnover Date, the dissolution of the Association shall require the written consent of Declarant. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated and conveyed to one or more appropriate public agencies on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be conveyed to a nonprofit corporation, nonprofit association, nonprofit trust or other nonprofit organization on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.


Incorporator Donald Mears
Printed Name:
Date: 8/22/13

**CONSENT TO APPOINTMENT AS REGISTERED AGENT
FOR
NAPLES RESERVE
HOMEOWNERS' ASSOCIATION**

The undersigned, Richard D. Yovanovich, Esq., hereby consents to his appointment as a registered agent for the above named association for the purpose of complying with the provisions of the laws of the State of Florida regarding the appointment of a registered agent. The undersigned hereby, further acknowledges that the address supplied below is the correct address for the registered office of the Naples Reserve Homeowners Association.

This consent is made this 9th day of August, 2013.



Richard D. Yovanovich, Esq.
as Registered Agent

Registered Office:
Coleman Yovanovich & Koester, P.A.
4001 Tamiami Trail North, Suite 300
Naples, Florida 34103

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