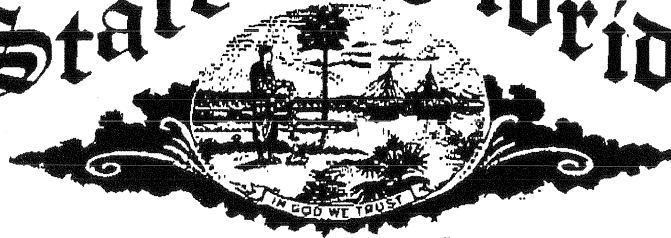


# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LELY RESORT MASTER PROPERTY OWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on March 8, 1990, as shown by the records of this office.

The document number of this corporation is N36991.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
8th day of March, 1990.



Jim Smith  
Secretary of State

ARTICLES OF INCORPORATION

FOR

LELY RESORT MASTER

PROPERTY OWNERS ASSOCIATION, INC.

MAR 9 2 33 PM '90

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit Corporation in accordance with the laws of the State of Florida, hereby acknowledge and file these Articles of Incorporation in the office of the Secretary of the State of Florida, and certify as follows:

ARTICLE I

The name of this Corporation shall be Lely Resort Master Property Owners Association, Inc. For convenience, the Corporation shall be referred to as the "Corporation".

ARTICLE II  
PURPOSES AND POWERS

The Corporation shall have the following powers:

A. To promote the health, safety and social welfare of the owners of property within Lely Resort, a community located near the City of Naples in Collier County, Florida and described on Exhibit A attached hereto and made a part hereof, and hereinafter referred to as "the Properties".

B. To provide for maintenance service and such other services ("Community Services") the responsibility for which has been imposed upon and delegated to the Corporation pursuant to the Declaration of General Covenants, Conditions and Restrictions for Lely Resort.

C. To carry out the duties and obligations and receive the benefits given the Corporation by the Declaration of General Covenants, Conditions and Restrictions for Lely Resort.

D. To establish By-Laws and Rules and Regulations for the operation of the Corporation and to provide for the formal administration of the Corporation: to enforce the By-Laws, the Rules and Regulations of the Corporation and the Declaration of General Covenants, Conditions and Restrictions for Lely Resort.

E. To contract for the management of the Properties and for

the furnishing of the Community Services and to delegate to the party with whom such contract has been entered into the powers and duties of the Corporation.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Properties.

G. To levy and collect assessments against Members of the Lely Resort Master Property Owners Association, Inc. in order to pay all expenses of the Corporation as provided in the Declaration of General Covenants, Conditions and Restrictions for Lely Resort.

H. To manage, maintain, insure, equip, improve, repair, reconstruct, pay taxes and expenses, replace and operate the Properties and provide the Community Services and to contract with others for such Properties.

I. To grant easements, licenses, rights-of-way, etc., over and across the Properties.

J. The Corporation shall have all of the common law and statutory powers of a Corporation not-for-profit which are not in conflict with the terms of these Articles, and the Declaration of Restrictions and Protective Covenants for Lely Resort.

### ARTICLE III MEMBERS

The members of the Corporation shall be Lely Development Corporation, Triangle Properties Southwest, Inc., Associated Real Estate Southwest, Inc., Eagle Consolidated, Inc., Flamingo Properties of Naples, Inc. and Resort Development of Collier County, Inc., so long as they own all or any of the land subject to the Declaration of General Covenants, Conditions and Restrictions for Lely Resort; the owner of the Hotel Site described on Exhibit B; and all record owners of a dwelling unit and/or plot as defined in the Declaration of General Covenants, Conditions and Restrictions for Lely Resort. Membership shall be appurtenant to and may not be separated from ownership of a dwelling unit and/or plot.

### ARTICLE IV EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE V VOTING RIGHTS

PAGE -2-

Lely\Resort\MasterPOA.art

Each member shall have one (1) vote for each dwelling unit and/or plot owned by it. The owner of the Hotel shall have one (1) vote for each room in the Hotel.

**ARTICLE VI**  
**SUBSCRIBERS**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

John F. Stanley  
2660 Airport Road South  
Naples, Florida 33962

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The Initial Board of Directors shall consist of three (3) Directors. The names and addresses of the Initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John J. Agnelli	373 Bay Meadows Drive Naples, Florida 33962
Evelyn M. Cryder	134 Arctic Way Naples, Florida 33962
David N. Blank	768 Sea Court Marco Island, Florida 33937

The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than 3.

At the first Annual Meeting and at each Annual Meeting there after the members shall elect Directors for terms as set forth in the By-Laws. Directors need not be members of the Corporation.

**ARTICLE VIII**  
**OFFICERS**

The affairs of the Corporation shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
John J. Agnelli	President	373 Baymeadows Drive Naples, Florida 33962
David N. Blank	Vice-President	768 Sea Court Marco Island, FL 33937
Evelyn M. Cryder	Secretary/ Treasurer	134 Arctic Way Naples, Florida 33962

**ARTICLE IX**  
**BY-LAWS**

The original By-Laws of the Corporation shall be adopted by the Initial Board of Directors. Thereafter, the By-Laws may be altered, amended or rescinded only in the manner provided for in By-Laws. Such alteration, amendment or rescission of the By-Laws may not be adopted and shall not become effective without the prior written consent of Lely Development Corporation for as long as it is a member.

**ARTICLE X**  
**TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS**  
**ARE INTERESTED**

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Corporation is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

**ARTICLE XI**  
**INDEMNIFICATION**

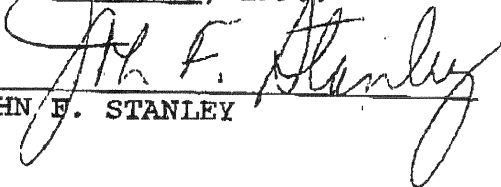
Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or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

become involved by reason of the Director or Officer being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such Director or Officer may be entitled.

**ARTICLE XII**  
**INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The principal office of the Corporation shall be at 2660 Airport Road South, Naples Florida 33962, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent therein is John F. Stanley.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation, this 6th day of MARCH, 1990.

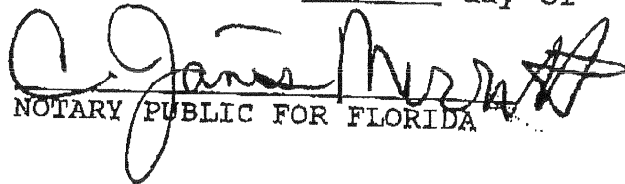
  
\_\_\_\_\_  
JOHN F. STANLEY

STATE OF FLORIDA        )  
                                  : ss.  
County of Collier        )

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOHN F. STANLEY, well known to me and she acknowledged executing the foregoing Articles of Incorporation of Lely Resort Master Property Owners Association, Inc. for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Collier County, Florida, this 6th day of MARCH, 1990.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC FOR FLORIDA

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 29, 1991  
BONDED THRU GENERAL LING. 1140

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

33 PM '90

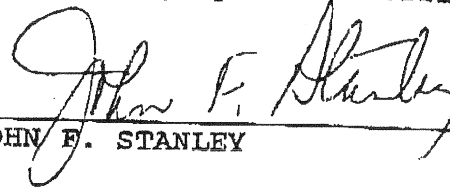
SECRET - NOT BE  
CALLED OUTSIDE OF STATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Lely Resort Master Property Owners Association, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named JOHN F. STANLEY, located at 2660 Airport Road South, Naples, Florida 33962, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOHN F. STANLEY



All that part of Section 21, Township 30 South, Range 26 East, Collier County, Florida being more particularly described as follows:

Commencing at the Northwest corner of said Section 21, thence along the west line of said Section 21, South 2°-58'-09" West, 50.11 feet to the South right-of-way line of C.R. 864 (Rattlesnake Hammock Road); thence along said right-of-way line, South 89°-11'-25" East, 1596.21 feet to the POINT OF BEGINNING of the parcel herein described;  
thence continue along said right-of-way line, South 89°-11'-25" East, 1049.56 feet;  
thence continue along said right-of-way line, South 89°-14'-25" East, 2417.27 feet to a point on the east line of said Section 21;  
thence along the east line of said Section 21, South 4°-03'-03" West, 5134.63 feet to the Southeast corner of said Section 21;  
thence along the south line of said Section 21, North 89°-28'-16" West, 5166.93 feet to the Southwest corner of said Section 21;  
thence along the west line of said Section 21, North 2°-58'-09" East, 2187.70 feet;  
thence leaving the west line of said Section 21, North 51°-51'-57" East, 1418.70 feet;  
thence northeasterly and northerly, 695.56 feet along the arc of a circular curve concave to the northwest, having a radius of 810.00 feet and being subtended by a chord which bears North 27°-15'-56" East, 674.39 feet;  
thence North 2°-39'-55" East, 1.58 feet;  
thence northerly 136.03 feet along the arc of a circular curve concave to the west, having a radius of 1390.00 feet and being subtended by a chord which bears North 0°-08'-19" West, 135.98 feet;  
thence North 87°-03'-29" East, 227.18 feet;  
thence North 16°-18'-47" East, 890.35 feet;  
thence North 18°-20'-17" West, 483.06 feet to a point on the South right-of-way line of C.R. 864 (Rattlesnake Hammock Road) and the point of beginning of the parcel herein described;

AND

Section 22, Township 30 South, Range 26 East, less and except the North 1/2 of the Northwest 1/4 and less and except the North 1/2 of the Northeast 1/4 and less and except the Northeast 1/4 of the Southeast 1/4 of the Northeast 1/4, lying west of C.R. 951, Collier County, Florida,

AND

Section 27, Township 30 South, Range 26 East, lying west of C.R. 951, Collier County, Florida,

AND

Section 28, Township 30 South, Range 26 East, less and except that land as described in O.R. Book 342, Page 265, Collier County Public Records,

AND

That part of the East 1/2 of Section 33, Township 30 South, Range 26 East, lying north of U.S. 41, (Tamiami Trail), Collier County, Florida,

AND

That part of Section 34, Township 30 South, Range 26 East, lying west of C.R. 951, Collier County, Florida,

AND

That part of Section 3, Township 31 South, Range 26 East, lying North of U.S. 41, (Tamiami Trail) and West of C.R. 951, less and except a 220' x 220' lot at the intersection of U.S. 41 (Tamiami Trail) and C.R. 951, and more particularly described in O.R. Book 124, Page 459 of the Public Records of Collier County, Florida,  
All subject to easements and restrictions of record.

EXHIBIT A



EXHIBIT "B"

**WILSON • MILLER • BARTON • SOLL & PEEK, INC.**

ENGINEERS

PLANNERS

SURVEYORS

1363 AIRPORT-PULLING ROAD NORTH, NAPLES, FLORIDA 33942-9986 (813) 643-4345



Description of part of Section 27, Township 50 South, Range 26 East,  
Collier County, Florida  
Lely Resort Center - Revised 4-7-01

All that part of Section 27, Township 50 South, Range 26 East, Collier County, Florida, and being more particularly described as follows;  
commencing at the intersection of the north line of said Section 27 with the west right-of-way line of S.R. 951;  
thence along said right-of-way line South 00°-51'-41" West 2761.03 feet;  
thence continue along said right-of-way line South 00°-51'-41" West 135.00 feet;  
thence leaving said line North 89°-08'-10" West 1556.59 feet;  
thence westerly and northwesterly along the arc of a circular curve concave to the northeast having a radius of 885.00 feet through a central angle of 23°-11'-13" and being subtended by a chord which North 77°-32'-34" West 355.71 feet;  
thence North 65°-56'-57" West 743.00 feet to the POINT OF BEGINNING;  
thence South 24°-03'-03" West 1439.26 feet;  
thence South 88°-41'-30" West 1578.09 feet;  
thence North 1°-18'-30" West 143.62 feet;  
thence northerly and northeasterly 378.04 feet along the arc of a circular curve concave to the southeast having a radius of 300.00 feet through a central angle of 57°-00'-00" and being subtended by a chord which bears North 27°-11'-30" East 362.64 feet;  
thence North 55°-41'-30" East 528.67 feet;  
thence northeasterly and northerly 565.49 feet along the arc of a circular curve concave to the northwest having a radius of 720.00 feet through a central angle of 45°-00'-00" and being subtended by a chord which bears North 33°-11'-30" East 551.06 feet;  
thence North 10°-41'-30" East 208.40 feet;  
thence northerly and northeasterly 305.37 feet along the arc of a circular curve concave to the southeast having a radius of 355.00 feet through a central angle of 31°-31'-00" and being subtended by a chord which bears North 26°-27'-15" East 301.53 feet;  
thence North 42°-13'-00" East 156.96 feet;  
thence northeasterly, easterly and southeasterly 37.41 feet along the arc of a circular curve concave to the south having a radius of 25.00 feet through a central angle of 85°-43'-46" and being subtended by a chord which bears North 85°-04'-53" East 34.01 feet to a point of reverse curvature;  
thence southeasterly 335.89 feet along the arc of a circular curve concave to the northeast having a radius of 1385.00 feet through a central angle of 13°-53'-43" and being subtended by a chord which bears South 59°-00'-06" East 335.06 feet;  
thence South 65°-56'-57" East 727.00 feet to the Point of Beginning;

(continued on page 2)

EXHIBIT B



WILSON • MILLER • BARTON • SOLL & PEEK, INC.

Description of part of Section 27, Township 50 South, Range 26 East,  
Collier County, Florida  
Lely Resort Center - Revised 4-7-88  
(continued from page 1)

containing 50.00 acres more or less;

bearings are based on the west line of said Section 27.

WILSON, MILLER, BARTON, SOLL & PEEK, INC.  
Reg. Engineers and Land Surveyors

BY John P. Maloney DATE 4-8-88  
John P. Maloney, P.L.S. #4493

Not valid unless embossed with the Professional's seal.

W.O. 5142.2  
Ref: 4C-567 (JH:kjd lely resort center - rev. 4-7-00)  
Date: April 7, 1988

ASSIGNMENT

LELY DEVELOPMENT CORPORATION, ASSOCIATED REAL ESTATE  
SOUTHWEST, INC., EAGLE CONSOLIDATED, INC., FLAMINGO INVESTMENTS  
SOUTHWEST, INC., RESORT DEVELOPMENT OF COLLIER COUNTY, INC. and  
TRIANGLE PROPERTIES SOUTHWEST, INC., collectively the "Declarant"  
under the Declaration of General Covenants, Conditions and  
Restrictions for Lely Resort, assign to LELY RESORT MASTER PROPERTY  
OWNERS ASSOCIATION, INC., pursuant to Article II, Section 2.04, the  
duty to enforce the Declaration of General Covenants, Conditions  
and Restrictions for Lely Resort to the LELY RESORT MASTER PROPERTY  
OWNERS ASSOCIATION, INC.

Dated this 24th day of April, 1991.

Witnesses:

Beverly J. Bertone  
Buty J. Land

LELY DEVELOPMENT CORPORATION

BY: James J. Guelli  
President

Beverly J. Bertone  
Buty J. Land

ASSOCIATED REAL ESTATE SOUTHWEST,  
INC.

BY: William Henkevic  
President

Beverly J. Bertone  
Buty J. Land

EAGLE CONSOLIDATED, INC.

BY: William Henkevic  
President

Beverly J. Bertone  
Buty J. Land

FLAMINGO INVESTMENTS SOUTHWEST,  
INC.

BY: William Henkevic  
President

Beverly J. Bertone  
Buty J. Land

RESORT DEVELOPMENT OF COLLIER  
COUNTY, INC.

BY: William Henkevic  
President

Beverly J. Bertone  
Buty J. Land

TRIANGLE PROPERTIES SOUTHWEST,  
INC.

BY: William Henkevic  
President