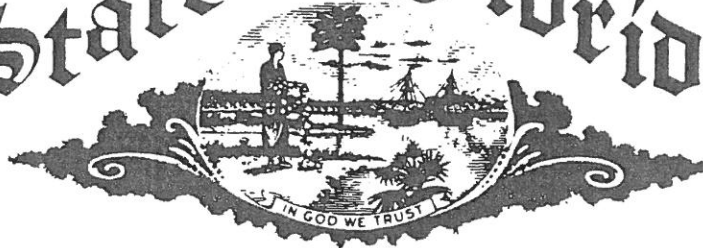


# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GLEN MEADOW ASSOCIATION, INC., a Florida corporation, filed on September 28, 2000, as shown by the records of this office.

The document number of this corporation is N00000006481.

OR: 2729 PG: 0866

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-ninth day of September, 2000



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
GLEN MEADOW ASSOCIATION, INC.

FILED  
00 SEP 28 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of the corporation is Glen Meadow Association, Inc., sometimes hereinafter referred to as the "Association."

ARTICLE 11

PRINCIPAL OFFICE: The principal office and mailing address of the corporation shall be at 98 Wyndemere Way, Naples, Florida 34105 or such address as the Association may subsequently determine.

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 residential neighborhood homeowners' association which, subject to a Declaration of Covenants, Restrictions and Easements, has the powers described herein. 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 a Declaration of Covenants, Restrictions and Easements, and shall have all of the powers and authority reasonably necessary to appropriate to the operation and regulation of a residential neighborhood, sometimes hereinafter referred to as the "Community", subject to a recorded Declaration, as it may from time to time be amended, including but not limited to the power:

1. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and costs of its collection and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

2. To make, amend and enforce reasonable rules and regulations governing the use of the common area and the operation of the Association;

3. To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;

4. To contract for the management of the Association and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration or by law to be exercised by the Board of Directors or the membership of the Association;

5. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community-;

6. Upon the consent of at least a majority of the voting interests, to borrow or raise money for any purposes of the Association, 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 or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association except that no such vote shall be required to mortgage a parcel acquired by the Association as contemplated in Section 3.9 of the Declaration;

7. To participate in mergers and consolidations with other non-profit corporations organized for the same purpose or to annex additional residential property or common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests;

8. To assist, cooperatively with Glen Meadow Homeowners Association, Inc. in the administration and enforcement of the Declaration of Covenants, Restrictions and Easements of Glen Meadow, as amended from time to time.

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.

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, these Articles of Incorporation and the Bylaws.

#### ARTICLES IV

#### Articles of Incorporation

**MEMBERSHIP AND VOTING RIGHTS:** Membership and voting rights shall be as set forth in Section 3 of the Declaration of Covenants, Restrictions and Easements for Glen Meadow.

#### **ARTICLE V**

**TERMS; DISSOLUTION:** The term of the Association shall be perpetual. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the members who are entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

#### **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 shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) 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 two-thirds (2/3rds) of the voting interests present and voting, in person or by proxy, at any annual or special meeting, or by approval of writing of a majority of the voting interests without a meeting, provided that notice of any reposed amendment has been given to the members of the Association, and that the notice contains a copy 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 Collier County, Florida.

D. Conflict. In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

## ARTICLE VIII

### DIRECTORS AND OFFICERS:

A. The affairs of the Association shall 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

### REGISTERED AGENT:

The street address of the initial registered office of the corporation shall be 98 Wyndemere Way, Naples, Florida 34105, and the initial registered agent at that address is Mary Jo Fausnight.

## ARTICLE X

### INDEMNIFICATION:

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or

persons in connection with any claim, 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 provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer.
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

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.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 8<sup>th</sup> day of August, 2000.

Mary Jo Fausnight  
MARY JO FAUSNIGHT

Clyde C. Quinby  
Clyde C. Quinby, Incorporator  
3775 Pulling Rd N, Suite B  
Naples, FL 34105

State of Florida  
County of Collier

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of August 2000, personally appeared before me Clyde C. Quinby, who is personally known to me.

DOROTHY L. POHRER  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC839210  
EXPIRES 8/11/2004  
BONDED THRU ASA 1-888-NOTARY

Dorothy L. Pohrer  
Notary Public Dorothy L. Pohrer

Seal

Acceptance of Registered Agent Designated in Articles of Incorporation

Mary Jo Fausnight having a business address identical to the registered office of the corporation named above, and having been designated as the registered agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Chapter 607.0505, Florida Statutes.

Mary Jo Fausnight  
Mary Jo Fausnight, Registered Agent

OR: 7/29 PG: 0871