

ARTICLES OF INCORPORATION
OF
MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC.

FILED
1994 MAR 30 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 617.013, these Articles of Incorporation are created by the undersigned, as sole incorporator, for the purposes set forth herein.

ARTICLE I

NAME

1. The name of the corporation shall be:
MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC. whose
address is:

2666 Airport Road South
Naples, Florida 33962

For convenience, the corporation is sometimes referred to in this instrument as the Master Association, or the Association.

ARTICLE II

PURPOSE

2. This Master Association is organized to establish an Association of the owners of residential units and acreage in that community in Collier County, Florida, generally known as MAPLEWOOD. (Residential unit and acreage shall have the meaning set forth in the Declaration of Protective Covenants, Conditions and Restrictions for MAPLEWOOD. (The aforesaid Declaration is hereinafter referred to as the "Declaration.") This organization shall have the following specific purposes:

2.1. To provide for the maintenance of common areas, structures, and facilities as may be owned by the Master Association.

2.2. To provide for the maintenance of areas, structures and facilities for which the Master Association has maintenance responsibilities.

2.3. To promote the health, safety and welfare of the residents of the community known as MAPLEWOOD.

2.4. To enforce the provisions of any covenants and restrictions which the Master Association has the responsibility to enforce.

2.5. To operate and maintain common property, and to operate and maintain the MAPLEWOOD surface water management system, including all lakes, retention areas, culverts and related appurtenances.

2.6. To enter into any contracts that would provide or enhance services to the MAPLEWOOD members, including but not limited to, contracts involving the providing of Cable Television Service.

2.7. 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 III

POWERS

3. This Master Association shall have and exercise all rights and powers conferred upon Not-for-Profit corporations under the laws of the State of Florida consistent with these Articles and the MAPLEWOOD Declaration of Protective Covenants. This Corporation shall also have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a community subject to the MAPLEWOOD Declaration, as it may from time to time be amended, including, but not limited to, the following:

3.1. To exercise all the powers and provisions and to perform all the duties and obligations of the Master Association as defined in the MAPLEWOOD Declaration.

3.2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association, including all licenses, taxes, or government charges levied or imposed against the property of the Master Association.

3.3. To enforce any and all covenants, conditions, restrictions, and agreements pertaining to the community known as MAPLEWOOD. MAPLEWOOD is the community located within Collier County and more particularly described in Exhibit "A" of the MAPLEWOOD Declaration, although additional lands may be added to said community by subsequent action taken in accordance with the said Declaration.

3.4. To pay taxes, if any, on the common property and facilities.

3.5. To 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.

3.6. To borrow money, and with the assent of 75% of the voting members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

3.7. To dedicate, sell, or transfer all or any part of the common areas, if any, to any person, corporate entity, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors. Such transfer may be for consideration or for no consideration.

3.8. To participate in mergers and consolidations with other non-profit corporations organized for the same purpose.

3.9. Subject always to the Declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida may, by law, now or hereafter have or exercise.

3.10. To own and convey property.

3.11. To operate and maintain common property and specifically, to operate and maintain the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances within MAPLEWOOD.

3.12. To establish rules and regulations.

3.13. To Assess members and enforce said assessments.

3.14. To sue and be sued.

3.15. To contract for services for operation and maintenance of the Association, the Association's property and to perform the responsibilities set forth in the MAPLEWOOD Declaration.

3.16. To enter into contracts for services to be provided to the Association's members, such as contracts for the providing of Cable Television Service.

ARTICLE IVMEMBERSHIP

4. Membership in the Master Association shall be as set forth in the MAPLEWOOD "Declaration."

ARTICLE VVOTING RIGHTS

5. Voting rights shall be as set forth in the MAPLEWOOD Declaration.

5.1. The membership rights (including voting rights) of any member may be suspended by action of the Board of Directors if such member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the member, his family, his tenants, or guests thereof, shall have violated any rule or regulation promulgated by the Board of Directors regarding the use of any Master Association property.

ARTICLE VIBOARD OF DIRECTORS

6. 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 three directors. The number of directors may be increased by the By-Laws of this Corporation, but shall never be less than three 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>
WILLIAM T. HIGGS	2666 Airport Road South Naples, Florida 33962
SUSAN M. SPREHN	2666 Airport Road South Naples, Florida 33962
MATTHEW J. LOIACANO	2666 Airport Road South Naples, Florida 33962

6.1. Directors may, by express provision in the By Laws, fix the term of office for Directors. However, unless the By Laws do fix the term of office for Directors, each Director's

term of office shall be for one year, but all Directors shall continue in office until their successors are duly elected and installed. Directors may serve successive annual terms without limitation.

6.2. A majority of the directors currently serving as such shall constitute a quorum.

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

6.4. Until the turn-over of control, as described in the Declaration, the Declarant, COAST COMMUNITIES CORPORATION, shall have the sole right to name and "elect" the Directors. After the turn-over, the Directors shall be elected by the members. At such time as the Directors are elected by the members, those persons who receive the largest number of votes shall be elected. Thus, if three (3) directors are to be elected and there are seven (7) persons running for said positions, the three (3) persons who receive the three (3) largest number of votes shall be elected, whether or not they have a plurality of the votes cast.

ARTICLE VII

OFFICERS

7. The affairs of this Master Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors. 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	WILLIAM T. HIGGS	2666 Airport Road South Naples, Florida 33962
Secretary and Treasurer	SUSAN M. SPREHN	2666 Airport Road South Naples, Florida 33962

ARTICLE VIII

DISSOLUTION

8. In the event of dissolution, the property and property rights consisting of the surface water management system shall be conveyed to an appropriate agency of local government, or if not accepted by such agency, to a not-for-profit corporation similar

to the instant Corporation.

ARTICLE IX

BY-LAWS

9. The first By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board.

ARTICLE X

AMENDMENTS

10. Prior to the turn-over, these Articles may be amended by the joint action of the Declarant and the Board. After the turn-over, Amendments to these Articles may be made and adopted in accordance with Chapter 617, Florida Statute.

ARTICLE XI

SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
WILLIAM T. HIGGS	2666 Airport Road South Naples, Florida 33962

ARTICLE XII

INDEMNIFICATION

12. This Master Association shall indemnify every Director and every officer of the Master Association against all expenses and liabilities including attorney's 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 Master Association. 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 which he 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.

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

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

2666 Airport Road South
Naples, Florida 33962

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

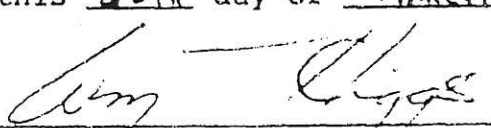
SUSAN M. SPREHN

ARTICLE XIV

TERM

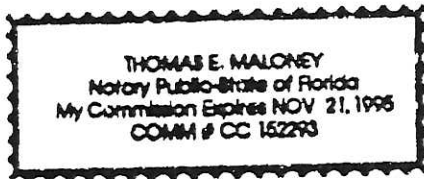
14. The term of the Master Association shall be perpetual.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association, has executed these Articles of Incorporation on this 28th day of MARCH, 1994.


WILLIAM T. HIGGS

STATE OF FLORIDA)
) SS:
 COUNTY OF COLLIER)

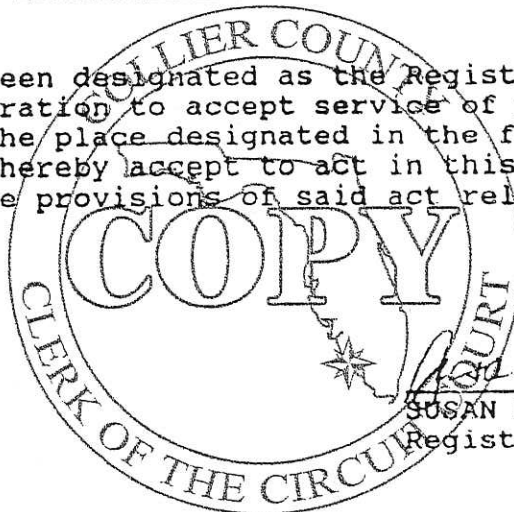
The foregoing instrument was acknowledged before me on the
28th day of MARCH, 1994, by WILLIAM T. HIGGS. He is
☒ personally known to me, or _____ has produced
 _____ as identification.



Thomas E. Maloney
 Notary Public
THOMAS E. MALONEY
 Print Name of Notary Public
 My Commission Expires

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the
 above-named corporation to accept service of process for said
 corporation, at the place designated in the foregoing Articles of
 Incorporation, I hereby accept to act in this capacity and agree
 to comply with the provisions of said act relative to keeping
 open said office.



Susan M. Sprehn
 SUSAN M. SPREHN
 Registered Agent

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