Avalon of Naples III Condominium Association, Inc.

Articles of Incorporation



Cardinal Management Group of Florida, Inc.

EXHIBIT "C"

ARTICLES OF INCORPORATION
OF
AVALON OF NAPLES III
CONDOMINIUM ASSOCIATION, INC.

ARTICLE I
NAME

The name of the corporation is AVALON OF NAPLES III CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation, (the "Association").

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ARTICLE II
ADDRESS

The street address of the initial principal office of the Association is 5800 Lakewood Ranch, Blvd., Sarasota, Florida 34240, and the initial mailing address of the Association is 5800 Lakewood Ranch, Blvd., Sarasota, Florida 34240.

ARTICLE II
PURPOSE AND POWERS

A. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, for the operation of AVALON OF NAPLES III, a Condominium, located in Collier County, Florida; and the Association shall have those corporate powers as set forth in Section 617.0302, Florida Statutes (2014).

B. The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

a. To make and collect assessments against members of the Association, to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

b. To maintain, repair, replace and operate the Condominium Property and Association Property.

c. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.

d. To reconstruct improvements after casualty and to make further improvements of the property.

e. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.

f. To approve or disapprove the transfer, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-Laws.

g. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.

h. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except each as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

i. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

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 of Condominium, these Articles of Incorporation and the By-Laws.

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ARTICLE IV
MEMBERSHIP

A. The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the By-Laws; after termination of the condominium the members shall consist of those who are members at the time of such termination.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

D. The owners of each unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V
TERM

The term of the Association shall be perpetual.

ARTICLE VI
AMENDMENTS

A. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interest at any annual or special meeting, or by approval in writing of the owners of two-thirds (2/3) of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association and that the notice contains a copy of the proposed Amendment.

B. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

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ARTICLE VII
DIRECTORS AND OFFICERS

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association or spouses of members.

B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the officers designated in the By-Laws. 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 VIII
INCORPORATOR

The name and address of the incorporator is: Neal Communities on the Braden River, LLC, 5800 Lakewood Ranch Blvd., Sarasota, Florida 34240.

ARTICLE IX
INITIAL REGISTERED AGENT

A. The initial registered office of the Association shall be at: 5800 Lakewood Ranch Blvd., Sarasota, Florida, 34240.

B. The initial registered agent at said address shall be: Neal Communities on the Braden River, LLC.

ARTICLE X
INDEMNIFICATION

A. The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) in which he or she may be a party because of his being or having been a Director or officer of the Association to the fullest extent that may be permitted by law.

B. 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.

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WHEREFORE, the incorporator has caused these presents to be executed this 22nd day of January, 2019.

Witnesses:

Veronica McGuire

NEAL COMMUNITIES ON THE BRADEN RIVER, LLC, a Florida limited liability company

By: NCDG MANAGEMENT, LLC, a Florida limited liability company

By: James R. Schier, Manager

NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE

The undersigned, Neal Communities On The Braden River, LLC, a Florida limited liability company, having a street address of 5800 Lakewood Ranch Blvd., Sarasota, Florida, 34240, having been appointed by the Directors of AVALON OF NAPLES III CONDOMINIUM ASSOCIATION, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 5800 Lakewood Ranch Blvd., Sarasota, Florida, 34240, and shall notify the Department of State of any change in address of this officer or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

NEAL COMMUNITIES ON THE BRADEN RIVER, LLC, a Florida limited liability company

By: NCDG Management, LLC, a Florida limited liability company, its Manager

By: _____
James R. Schier, its Manager

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