

ARTICLES OF INCORPORATION
OF
GREATER IMPERIAL BOARD, INC.

The undersigned WHISPERING PINES, INC., a Florida Corporation, and the undersigned IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as subscribers, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation, herein called the "Corporation", is GREATER IMPERIAL BOARD, INC.

ARTICLE II

PURPOSES AND POWERS: The general purposes for which the Corporation is organized are:

- (A) To represent the interests of the various homeowners associations within the IMPERIAL GOLF ESTATES development in Collier County, Florida, in matters of mutual interest to those associations, including but not limited to security, maintenance, health, safety, and social and economic welfare.
- (B) To establish and enforce various codes and regulations to fulfill the above-stated purposes and to maintain the distinct environment and residential atmosphere that is singular to IMPERIAL GOLF ESTATES.
- (C) To represent the various homeowners associations in governmental issues where such representation is for the mutual benefit of the associations.

The Corporation is organized and shall exist on 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 Corporation shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of its purposes, the Corporation 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, as may be limited or modified by these Articles and/or by the Bylaws, as same may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against members of the Corporation to defray the cost, expenses and losses of the Corporation, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To make, amend and enforce reasonable rules and regulations for the fulfillment of the stated purposes for which the Corporation has been formed.
- (C) To contract for services relative to the purposes for which the Corporation has been formed, and to delegate any powers and duties of the Corporation in connection therewith.
- (D) To employ such professional or non-professional personnel as may be appropriate to perform the services required for proper operation of the Corporation.

- (E) To borrow money as necessary to effectuate the objects and purposes of the Corporation.

ARTICLE III

MEMBERSHIP: The members of the Corporation shall consist of all of those associations, whether homeowners associations or condominium associations or otherwise, which have been organized for the purpose of representing the owners of property within the separate developments of IMPERIAL GOLF ESTATES. Associations now existing and hereafter formed shall be members. In addition, for those areas which have not yet been developed, the record title-holder of those areas shall be entitled to membership until such time as an appropriate association has been formed.

ARTICLE IV

TERM: The term of the Corporation shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Corporation may be altered, amended or rescinded in the manner provided therein.

ARTICLES VI

DIRECTORS AND OFFICERS

- (A) The affairs of the Corporation shall be administered by a Board of Directors consisting of one Director from each existing association within IMPERIAL GOLF ESTATES, but never less than five (5) directors.
- (B) Directors of the Corporation 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 names and addresses of the persons who are to serve on the first Board of Directors are as follows:

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|-------------------|--|
| Ted Broadwell | 1312 Park Lake Drive Naples, Florida 33942 |
| Ken Cunningham | 1790 Imperial Golf Course Blvd. Apt. #101A Naples, Florida 33942 |
| Claude Davies | 13271 Wedgefield Drive Naples, Florida 33942 |
| Dwight Richardson | 1926 Princess Court Naples, Florida 33942 |
| William Pecht | 1987 Imperial Golf Course Blvd. Naples, Florida 33942 |
| Jack Skeels | 1960 Imperial Golf Course Blvd. Naples, Florida 33942 |
| Suzanne Sheehan | 1301 Imperial Golf Course Blvd. Naples, Florida 33942 |
| Don St. Croix | 1520 Imperial Golf Course Blvd. Naples, Florida 33942 |

- (D) The business of the Corporation shall be

conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by the Board of Directors or upon written petition of at least twenty (20%) percent of the members.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or by said members, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided for by Florida Law, these Articles may be amended by vote of a majority of the members present or voting at any annual or special meeting, or by approval in writing of a majority of the members without a meeting provided that notice of any proposed amendment had been given to the members of the Corporation, and that the notice contains the text of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon proper filing of Articles of Amendment with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless every director and every officer of the Corporation against all expenses and liability, 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 have been a director or officer of the Corporation. The foregoing right of indemnification shall not apply to:

- (A) Gross negligence or willful misconduct in office by any director or officer.
- (B) Any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in, or not opposed to, the best interest of the Corporation, and had not 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 (A) or (B) above, 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. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the

best interest of the Corporation.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

ARTICLE IX

ADDRESS AND INITIAL REGISTERED AGENT: The initial registered office of the Corporation is 1301 Imperial Golf Course Boulevard, Naples, Florida 33942, and the initial registered agent thereat upon whom process may be served is Dwight E. Richardson.

ARTICLE X

SUBSCRIBERS: The names and street addresses of the subscribers (Incorporators) to these Articles of Incorporation are:

- (A) WHISPERING PINES, INC., with an address of 5600 Trail Boulevard, Suite 1, Naples, Florida 33963, and
- (B) IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC., with an address of 869-B 97th Avenue North, Naples, Florida 33963.

IN WITNESS WHEREOF, the subscribers have caused these Articles to be executed in their names, and their corporate seals to be hereunto affixed by their proper officers thereunto duly authorized, this 26 day of September, 1990.

WHISPERING PINES, INC.


Lloyd G. Sheehan, President


IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC.


Walter N. Lesko, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared LLOYD G. SHEEHAN, to me known to be the President of WHISPERING PINES, INC., the corporate subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of September, 1990.


Notary Public (seal)

My Commission expires: 11-11-92

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared WALTER N. LESKO, to me known to be the President of IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC., the corporate subscriber to the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of October, 1990.

John C. Feltus
Notary Public (seal)

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: DEC. 29, 1991.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Having been named to accept service of process for GREATER IMPERIAL BOARD, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature

Dwight E. Richardson
Dwight E. Richardson

Date

October 12, 1990