

# State of Florida

Department of State



I, Tom Adams, Secretary of State of the State of Florida,  
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation  
of

PORT ROYAL PROPERTY OWNERS ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the  
State of Florida, filed on the 30th day of December,  
A.D., 19 70, as shown by the records of this office.

Given under my hand and the Great Seal of the  
State of Florida, at Tallahassee, the Capital,  
this the 30th day of December,  
A.D. 19 70.



A handwritten signature in cursive script, appearing to read "Tom Adams".

Secretary of State

ARTICLES OF INCORPORATION

PORT ROYAL PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned have associated ourselves together, and do hereby associate ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, pursuant to the following Articles of Incorporation

ARTICLE I

The name of the corporation shall be Port Royal Property Owners Association, Inc. Its principal office shall be in the City of Naples, County of Collier, State of Florida.

FILED  
DEC 30 1970  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II

Section 1. The general nature of the objects and purposes of the corporation shall be as follows:

- a. The primary purpose of the corporation is to provide a forum whereby the individual members of the several sections known collectively as PORT ROYAL may unite to promote the comfort, protection, convenience, interests, and vested rights of the property owners of PORT ROYAL in general, and its members in particular.
- b. To provide a vehicle for expressing desires and opinions to elected and appointed governmental officials.
- c. To cooperate with other property owners associations and civic associations to promote goals.
- d. To provide a channel for dialogue with PORT ROYAL, its developers, its heirs, successors and assigns.
- e. To formulate, encourage, and advance ideas which will inure to the benefit, best interests, and common good of all the members and property owners in PORT ROYAL.
- f. To develop and foster understanding between the members and the general public.

Section 2. The corporation shall be empowered to do and perform all acts and things allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide.

### ARTICLE III

Any individual who is the owner in his own right, or in common with another or others, of at least one entire residential site in one of the several sections known collectively as PORT ROYAL shall be eligible for membership in the corporation; provided, that membership shall be limited in number to one per residential site even though the title to such site shall be held in co-ownership. The manner of admission of members, other than initial members, shall be as prescribed in the by-laws. The initial membership of the corporation shall consist of each individual who has become eligible for membership by fulfilling the ownership requirement on or before the first regular meeting of the members and has completed an application for membership.

### ARTICLE IV

The existence of the corporation shall be perpetual.

### ARTICLE V

The Board of Directors shall consist of not less than nine nor more than nineteen persons who shall be elected as the by-laws of the corporation shall from time to time prescribe. The Board of Directors shall, by majority vote, elect or appoint all officers of the corporation. The affairs and business of the corporation shall be conducted and managed by such directors and officers as prescribed in the by-laws. Whenever the corporation embarks upon a course of action, engages in a program, or adheres to any position, the officers and directors shall at all times and in every manner be the official spokesmen for the corporation.

### ARTICLE VI

The by-laws of the corporation shall be made by the Board of Directors and adopted by a majority of the initial membership present, in person or by proxy, at the first regular meeting of the

corporation. Amendments, alterations, or rescission of the by-laws shall be proposed by the Board of Directors and adopted by a majority of the membership present, in person or by proxy, at any regular or special meeting called for that purpose; provided, that the full text of any proposed amendment, alteration, or rescission shall be included in the notice of such meeting.

#### ARTICLE VII

Amendments to the Articles of Incorporation shall be proposed by the Board of Directors and adopted by a majority of the membership present, in person or by proxy, at any regular or special meeting called for that purpose; provided, that the full text of any proposed amendment shall be included in the notice of such meeting.

#### ARTICLE VIII

The corporation is not organized for pecuniary profit, and no part of its net earnings shall inure to the benefit of its members, directors, or officers. In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, upon the payment in full of all debts and obligations of the corporation the balance of all the property and assets of the corporation shall be distributed to such nonprofit charitable corporations, associations, or entities located in the County of Collier, State of Florida, as may be selected by the Board of Directors and approved by a majority of the membership of the corporation. In no event shall any of the assets or property of the corporation, upon the dissolution thereof, be distributed to its members, directors, or officers.

#### ARTICLE IX

The first Board of Directors shall consist of ten persons and shall serve until the time of the first election, which shall be held within ninety days from the beginning of existence of the corporation.

IN WITNESS WHEREOF we have hereunto set our hands and seals,  
acknowledged and filed the foregoing Articles of Incorporation under  
the laws of the State of Florida this 23<sup>rd</sup> day of December, 1970.

Leston Faneuf  
Leston Faneuf

Fred W. McCloska  
Fred W. McCloska

Harold S. Overholt  
Harold S. Overholt

STATE OF FLORIDA     )  
                                  )  
COUNTY OF COLLIER )

I HEREBY CERTIFY that on this 23<sup>rd</sup> day of December, 1970,  
before me the undersigned authority, personally appeared  
LESTON FANEUF, FRED W. McCLOSKA and HAROLD S. OVERHOLT  
who are well known to me and known to be the persons described in  
and who executed the foregoing instrument, and severally acknowledged  
the execution of said instrument for the uses and purposes therein  
stated, and that they were natural persons competent to contract.

Benjamin Green Parks  
Notary Public, State of Florida at Large

My Commission Expires \_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES MAY 19, 1971  
EXPIRES MAY 19, 1971