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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.

SUITE 201, THE PARKWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 33940

April 17, 1996

RECEIVED
APR 18 1996
TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FALLING WATERS BEACH RESORT MASTER ASSOCIATION, INC.

To Whom It May Concern:

Enclosed are the Articles of Incorporation for the above mentioned corporation along with a check in the amount of \$122.50 which I understand to be the filing fee for same.

Please file the enclosed with the State of Florida and return proof of filing to this office.

Very truly yours,

Douglas A. Wood
Douglas A. Wood *RCF*

rcf

APR 22 1996 *BSB*

FILED
96 APR 18 PM 4:23
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

96 APR 18 PM 4:26

FOR

FALLING WATERS BEACH RESORT MASTER ASSOCIATION, INC.

TALLAHASSEE STATE
FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation is:

FALLING WATERS BEACH RESORT MASTER ASSOCIATION, INC.

herein referred to as the "Master Association".

The office of the association shall be at 7200 Davis Boulevard, Naples, Florida 33962.

The name and address of the Registered Agent is Slesky & Pilon, 1000 Tamiami Trail North, Suite 201, Naples, Florida 33940.

The terms used in these Articles shall have the definitions as provided in the Master Declaration of Covenants, Conditions and Restrictions for Falling Waters Beach Resort.

ARTICLE II

PURPOSE AND POWERS OF THE MASTER ASSOCIATION

This Master Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to provide an entity which is ultimately responsible for the operation, maintenance and preservation of the preservation areas, mitigation areas and the surface water management system including all lakes, retention areas, culverts and related appurtenances within that certain tract of property located in Collier County, Florida, known as Falling Waters Beach Resort, including any additions thereto as may hereafter be brought within the jurisdiction of this Master Association and in furtherance of those purposes to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in that certain Master Association of Covenants, Conditions and Restrictions for Falling Waters Beach Resort hereinafter called the "Declaration", applicable to the property, to be recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration

being incorporated herein by reference as if set forth in length;

B. Fix, levy, collect and enforce payment by any lawful means any charges and assessments of the members to carry out the purposes for which the Association was formed; to pay all expenses in connection therewith and other expenses incident to the conduct of the business of the Master Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Master Association;

C. 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 Master Association;

D. Dedicate, sell or transfer all or part of the Master Association Common Area to any public agency, authority, or utility or a similar non-profit corporation for such purposes and subject to such conditions as may be agreed by the Master Association;

E. Operate and maintain common property, specifically the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;

F. Sue and be sued;

G. Establish rules and regulations to carry out the purpose of the Master Association;

H. Contract for services (if the association contemplates employing a maintenance company) to provide the services for operation and maintenance;

I. All other powers necessary for the purposes for which the Master Association is organized.

ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a condominium unit or any portion of the commercial tract in Falling Waters Beach Resort shall be a member of the Master Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a unit or any portion of the commercial tract.

ARTICLE IV
VOTING RIGHTS

Members, including the Declarant shall be entitled to voting rights as provided in the By-Laws of the Master Association.

ARTICLE V
BOARD OF DIRECTORS

Until turnover, the affairs of the Master Association shall be managed by a board of three (3) members who shall be initially appointed by the Developer. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

SAMUEL HUBSCHMAN	7200 Davis Boulevard Naples, Florida 33962
ALBERT HUBSCHMAN	7200 Davis Boulevard Naples, Florida 33962
HARRISON HUBSCHMAN	7200 Davis Boulevard Naples, Florida 33962

After turnover, the affairs of the Master Association shall be managed by a Board of Directors, who are elected by the Condominium Associations and the Commercial Property owners as more fully set forth in the By-Laws. The President of each Condominium Association and two (2) Directors elected by the owners of the Commercial Tract shall be a member of the Board of Directors.

ARTICLE VI
INDEMNIFICATION

The Master Association shall indemnify every Director and every officer of the Master Association against all expenses and liabilities including attorneys 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:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal act on, unless the Director or officer acted in good faith and in a belief he reasonably believed was in, not opposed to, the best interest of the Master 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 (A) or subsection (B), 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.

ARTICLE VII
DURATION

The corporation shall exist perpetually. If this corporation shall ever be dissolved, the property owned by the corporation consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE VIII
AMENDMENTS

These Articles may be amended in the same manner as amendments to the Declaration of Covenants, Conditions and Restrictions for FALLING WATERS BEACH RESORT, as more fully described therein.

ARTICLE IX
NOT FOR PROFIT STATUS

In compliance with the requirements of Chapter 617, the corporation shall issue no stock, and no dividends shall be paid and no part of the income of the corporation shall be distributed to the members, Directors or officers.

ARTICLE X
OFFICERS

There shall be a President, Vice-President, Secretary and Treasurer of the Corporation. The initial officers of the corporation are as follows:

PRESIDENT	ALBERT HUBSCHMAN
VICE-PRESIDENT	HARRISON HUBSCHMAN
SECRETARY/TREASURER	SAMUEL HUBSCHMAN


ARTICLE XI
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence on the date of filing of these Articles with the Secretary of the State of Florida.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, Constituting the incorporators of this Master Association, have executed these Articles of Incorporation this 1st day of December, 1995.



HARRISON HUBSCHMAN



SAMUEL HUBSCHMAN



ALBERT HUBSCHMAN

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgements, personally appeared HARRISON HUBSCHMAN, SAMUEL HUBSCHMAN, and ALBERT HUBSCHMAN known to me to be the persons described in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of December, 1995.



Rachel C. Frishe

Notary Public - State of Florida
RACHEL FRISHE

(Print Commissioned Name of Notary Public)
Did _____ Did Not _____ Take An Oath
Personally Known OR Produced Identification
Type of Identification Produced _____


CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FALLING WATERS BEACH RESORT MASTER ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Naples, County of Collier, State of Florida, has named JAMES H. SIESKY, ESQUIRE, Siesky & Pilon, 1000 Tamiami Trail North, Suite 201, Naples, Florida 33940, State of Florida, as its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JAMES H. SIESKY

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FALLING WATERS BEACH RESORT MASTER ASSOCIATION, INC.
NAPLES, FLORIDA