Articles of Incorporation
WTC WOODLANDS CONDOMINIUM ASSOCIATION INC

Lawyers' Abstract Service

Condominium Documents

Of

WORLD TENNIS CENTER NO. THREE, a Condominium, according to the Declaration of Condominium recorded in Official Record Book 1502, Pages 595 to 672 inclusive, Public Records of Collier County, Florida.

Prepared For

TOM BANTZ
WORLD TENNIS CENTER COMMUNITY ASSOCIATION

Searched Through September 1, 1997
Pages 1 to 85 inclusive
97-5175
as

IV.

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

A. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, (the "Voting Interest") which Voting Interest may be exercised or cast by the owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) Voting Interest for each such Unit, in the manner provided by the By-Laws.

E. Until such time as the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Collier County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

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V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

The number of members of the first Board of Directors shall be three. The number of members of succeeding Boards of Directors shall be not less than three, or as otherwise provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of all Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

When Unit owners other than Warrenton Enterprises Corp., a Netherlands Antilles corporation (the "Developer"), own fifteen per cent (15%) but less than fifty per cent (50%) of the Units that ultimately will be operated by the Association, the Unit owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, not less than one-third (1/3) of the members of the Board of Directors. The Developer reserves the right to appoint a majority of the Board of Directors for so long as the law permits, but shall be required to allow Unit Owners other than the Developer to elect, in a

manner to be provided in the By-Laws, not less than a majority of the members of the Board of Directors at such times and on such occasions as the law requires. The Developer shall have the right to elect, in the manner to be provided in the By-Laws one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five per cent (5%) of the Units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors in the same manner as any other member of the Association. After Unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within the time required by law and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and of the Association held or controlled by the Developer.

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IX.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need to be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and residence addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

William Cu Unjieng
4800 Airport Road North
Naples, Florida 33942

Vicki Chan
4800 Airport Road North
Naples, Florida 33942

George F. Rost
3281 Hyde Park Drive
Clearwater, Florida 33519

XI.

The Subscribers to these Articles of Incorporation and their respective residence addresses, are set forth below:

Richard C. Grant
158 Caribbean Road
Naples, Florida 33940

Jacquelyn F. Allen
4348 Beechwood Lake Drive
Naples, Florida 33962

Alice D. Raulerson
2329 Clipper Way
Naples, Florida 33942

XII.

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President and Treasurer	William Cu Unjieng
Vice President	George F. Rost
Secretary	Vicki Chan

XIII.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors is present, and, thereafter, the By-Laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

XIV.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the

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Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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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XV.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than three-fourths (3/4) of the Units in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the

State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Collier County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 15 day of November, 1989.

Richard C. Grant

Jacquelyn F. Allen

Alice D. Raulerson

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STATE OF FLORIDA)
)
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, RICHARD C. GRANT, JACQUELYN F. ALLEN and ALICE D. RAULERSON, to me well known and well known to me to be the persons who executed the foregoing instrument and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this the 1st day of November, 1989.

Judy H. Wright
Notary Public, State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. JULY 17,1992
BONDED THRU GENERAL INS. UND.

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091, 617.023, and 607.034, the following is submitted:

WTC NO. THREE CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated Suite 101, 600 Fifth Avenue South, Naples, Florida 33940, as its initial Registered Office, and has named RICHARD C. GRANT, located at said address, as its initial Registered Agent.

Richard C. Grant

Jacquelyn F. Allen

Alice D. Raulerson

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 617.023, and 607.034 relative to keeping open said office.

Richard C. Grant
Registered Agent

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State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WTC NO. THREE CONDOMINIUM ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on November 3, 1989, as shown by the records of this office.

The document number of this corporation is N35075.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 16th day of November, 1989.

Jim Smith
Secretary of State

CR/E022 (8-89)

EXHIBIT E

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ARTICLES OF INCORPORATION

OF

WTC NO. THREE CONDOMINIUM ASSOCIATION, INC.

A Corporation Not For Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by this Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

WTC NO. THREE CONDOMINIUM ASSOCIATION, INC. (the "Association").

II.

The purposes and objects of the Association shall be to administer the operation and management of WORLD TENNIS CENTER NO. THREE, a CONDOMINIUM (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Collier County, Florida, described on Exhibit 1 hereto, and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Collier County, Florida, when the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

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III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By- Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

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COLLIER COUNTY RECORDED

FIRST AMENDMENT TO DECLARATION OF CONDOMINIUM

FOR

WORLD TENNIS CENTER NO. THREE, A CONDOMINIUM

(F.S. §718.403)

REC 29.00
PRM 4.00
DOC
INT
INO

THIS AMENDMENT executed this 6th day of February, 1990, by WARRENTON ENTERPRISES CORPORATION, a Florida corporation ("Developer").

RECITALS

A. Developer submitted to the condominium form of ownership, pursuant to the Declaration of Condominium ("the Declaration") for WORLD TENNIS CENTER NO. THREE, A CONDOMINIUM dated December 18, 1989, recorded in Official Records Book 1502, Page 595 of the Public Records of Collier County, Florida, that certain parcel of land located in Collier County, Florida, therein described; and

B. Pursuant to the terms of Section 23 of the Declaration, Developer therein reserved the right to add additional land to the condominium regime for the Condominium in a subsequent phase on the land therein described; and

C. Developer has caused to be constructed on the land described on Exhibit 1 (Phase II) twelve (12) additional residential units in one additional two-story building and desires hereby to add and submit such land and units to the aforesaid condominium regime.

NOW, THEREFORE, in pursuance of the foregoing and Developer's aforesaid reserved rights pursuant to the Declaration, Developer hereby submits Phase II together with the improvements constructed thereon, to the condominium form of ownership pursuant to the condominium regime for the Condominium as created and established pursuant to the Declaration, all in accord with the following:

1. Definitions.

(a) All terms used herein have the meaning given to them in the Declaration unless otherwise stated.

(b) "New Units" means the twelve (12) two-bedroom, two-bath residential units contained in the two-story building which comprises Phase II, and are numbered 711, 712, 713, 714, 715, 716, 721, 722, 723, 724, 725 and 726.

TEMP:WTC3A

This instrument prepared by:
Richard C. Grant
Mershon, Sawyer, Johnston, Dunwody & Cole
Suite 201, 800 Fifth Avenue South
Naples, Florida 33940

2. Description of Improvements.

The improvements located on Phase II consist of one two-story building, containing twelve (12) two-bedroom, two-bath residential units, as described in the Declaration. A graphic description of the New Units and the building in which they are located is contained in Exhibit C to the Declaration. The balance of the improvements and the land comprising Phase II consist of common elements and limited common elements as defined in the Declaration.

3. Survey of Land and Improvements.

Attached as Exhibit B to the Declaration is a land survey of all of the land and improvements hereby submitted to condominium ownership as Phase II pursuant to the Declaration, as hereby amended. Exhibit C to the Declaration contains a graphic description of the improvements located on Phase II. Said Exhibits B and C, together with the Declaration as hereby amended, identify the "common elements", "limited common elements", each "unit" (as those terms are defined in the Declaration as hereby amended) and their relative locations and approximate dimensions.

4. Ownership and Redistribution of Common Elements and Common Surplus.

As set forth in Section 23 of the Declaration, each New Unit shall own and have appurtenant to it an undivided 1/24 interest in and to the common surplus of the Association and the common elements of all the land now part of the condominium regime for World Tennis Center No. Three, a Condominium, as a result of this amendment, and each of the original 12 Units shall own and have appurtenant to it an undivided interest in the common surplus of the Association and the common elements of all the land now part of the World Tennis Center No. Three, a Condominium, all as reflected on Exhibit 2 hereto. The reduction in such fractional share as to the original 12 Units is in accord with the provisions of Section 23 of the Declaration. For the purpose of clearly reflecting the redistribution of ownership of the common elements as described herein, this instrument shall be deemed to be a conveyance from Developer to each of the present record owners of the original 12 Units of an undivided fractional interest, as reflected on Exhibit 2 hereto, in and to Phase II and a defeasance in favor of Developer upon the estate of each of the present record owners of each of the original 12 Units of an undivided interest in and to the land originally submitted by the Declaration equal to the difference between the fractional shares originally assigned to each such unit by the

Declaration and the fractional shares hereby assigned, respectively.

5. Voting.

Each Unit, including the New Units hereby created, shall have the voting rights provided for in the Declaration.

6. Miscellaneous.

(a) This amendment is made and executed and is to be effective pursuant to the provisions of Florida Statutes §718.403 (1987) and as such is made by Developer's unilateral execution.

(b) No additional amenities or recreational facilities serving the condominium are included in Phase II.

(c) Except as hereby amended, the Declaration remains unchanged.

IN WITNESS WHEREOF, this instrument was executed the day and year first above written.

Signed, Sealed and Delivered

Judith H. Withey

Judy Wright

WARRENTON ENTERPRISES CORPORATION, a Florida corporation

By Vicki Chan
Vice President

STATE OF FLORIDA)
COUNTY OF Collier)

The foregoing Amendment was acknowledged before me this 6th day of February, 1990, by Vicki Chan, as Vice President of WARRENTON ENTERPRISES CORPORATION, a Florida corporation, on behalf of said corporation.

Judy H. Wright
Notary Public, State of Florida at Large
My Commission Expires: