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**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806396 4218B

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 22, 2000

ORDER TIME : 10:50 AM

ORDER NO. : 806396-005

CUSTOMER NO: 4218B

CUSTOMER: Ms. Stephanie M. Harris
Roetzel & Andress

2320 First Street
Suite 1000
Fort Myers, FL 33901

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-08/22/00--01041-016
*****78.75 *****78.75

DOMESTIC FILING

NAME: HOPE GARDENS OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

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CORPORATIONS
00 AUG 22 PM 2:09

RECEIVED
DIVISION OF CORPORATION
00 AUG 22 PM 12:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 22 PM 2:09

**ARTICLES OF INCORPORATION
OF**

HOPE GARDENS OWNERS' ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator creates these Articles of Incorporation for the purposes set forth below:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Hope Gardens Owners' Association, Inc., and its address is c/o City of Fort Myers Community Redevelopment Agency, 3326 Dr. Martin Luther King, Jr., Boulevard, Fort Myers, Florida, 33916.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Chapter 720, Florida Statutes, for the operation of Hope Gardens, a single family residential subdivision, located in Lee County, Florida.

The Association 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 earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. 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 and of a homeowners association under Chapter 720, Florida Statutes, except as expressly limited or modified by these Articles, the Declaration of Covenants, Restrictions, and a Easements, and the Bylaws; and it shall have all of the powers and duties reasonable necessary to operate the community pursuant to the governing documents as they may hereafter by 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 Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the common property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of

units, common area and limited common area, subject to any limits set forth in the Declaration.

- (F) To approve or disapprove the transfer, leasing and occupancy of lots, as provided in the Declaration.
- (G) To enforce the provisions of the Chapter 720, Florida Statutes, the Declaration, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the community and the common property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration 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 Association and community.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration.

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, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more lots in Hope Gardens, as further provided in the Bylaws.
- (B) 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.
- (C) As provided in the Declaration, the owners of each lot, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

ARTICLES OF INCORPORATION EXHIBIT "B"

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the same manner as provided in the Articles of Incorporation.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors
- (B) Except for Directors appointed by the Developer (as defined in the Declaration) Directors of the Association 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 business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Harry G. Adams
3326 Dr. Martin Luther King, Jr., Blvd.
Fort Myers, Florida 33916

Stephen C. Snee
3326 Dr. Martin Luther King, Jr., Blvd.
Fort Myers, Florida 33916

Bonnie L. Dooley
258 Main Street
Fort Myers, Florida 33905

Rita M. Ritchie
14718 Olde Mill Pond Court
Fort Myers, Florida 33908

Mary Williams
3501 Dale Street, #C-13
Fort Myers, Florida 33916

ARTICLES OF INCORPORATION

EXHIBIT "B"

The initial officers are as follows:

Stephen C. Snee - President
Harry G. Adams- Vice President
Bonnie L. Dooley - Treasurer
Rita M. Ritchie - Secretary

ARTICLE VIII

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Vote Required. Prior to transition of control of the Association by the Developer to lot owners other than the Developer, these Articles shall only be amended by the Board at a duly noticed Board meeting. Subsequent to transition, except as otherwise provided herein or by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent of two thirds (2/3) of the total voting interests. These Articles shall be deemed amended by virtue of revisions to laws, regulations and judicial decisions which control over conflicting provisions set forth herein. As long as the Developer controls the association no amendment to these Articles shall be deemed effective without the Developer's prior written consent, which consent may be denied in the Developer's absolute discretion, provided, further, that regardless of whether Developer or Declarant owns a lot, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to laws, regulations and judicial decisions. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by the Chapter 617.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer committee member or employee of the Association against

all expenses and liabilities, including attorney 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, committee member or employee of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the individual had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the individual derived an improper personal benefit.

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 Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which an individual may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is:

Stephen C. Snee
3326 Dr. Martin Luther King, Jr., Blvd.
Fort Myers, Florida 33916

ARTICLE XI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Office of the Association and the name and address of its Registered Agent shall be:

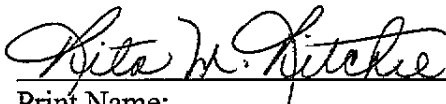
Stephen C. Snee
3326 Dr. Martin Luther King, Jr., Blvd.
Fort Myers, Florida 33916

WHEREFORE, the Incorporator has caused these presents to be executed this 16TH day of _____ August, 2000.


STEPHEN C. SNEE, INCORPORATOR

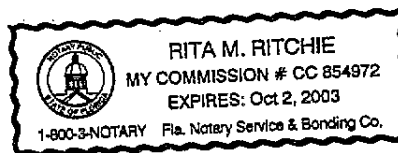
STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 16th day of August, 2000, by Stephen C. Snee. He is personally known to me or has produced N/A - (type of ID) as identification.


Print Name: _____
Notary Public - State of Florida
Serial No.: _____

My Commission Expires: _____

(SEAL)



ARTICLES OF INCORPORATION
EXHIBIT "B"

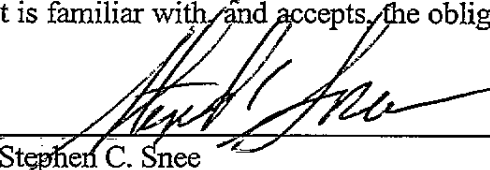
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 22 PM 2: 09

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Chapter 617 of the Florida Statutes:

Having been appointed registered agent of Hope Gardens Owners' Association, Inc., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with and accepts the obligations of such position.



Stephen C. Snee

Dated: August 16, 2000

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