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FLORIDA NON-PROFIT CORPORATION

Marlin Cove at Riverwood Neighborhood Association, I

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ARTICLES OF INCORPORATION

OF

**MARLIN COVE AT RIVERWOOD NEIGHBORHOOD ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

The undersigned incorporator for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation (hereinafter called the "Neighborhood Articles"):

ARTICLE 1

NAME

The name of the corporation is Marlin Cove at Riverwood Neighborhood Association, Inc. (hereinafter called the "Neighborhood Association").

ARTICLE 2

TYPE OF CORPORATION

The Neighborhood Association is a not-for-profit corporation and has no capital stock.

ARTICLE 3

DURATION

The period of duration is perpetual.

ARTICLE 4

PURPOSES AND POWERS

This Neighborhood Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Neighborhood Common Areas (as such terms are defined in the Neighborhood Declaration) within that certain real property described in the Declaration of Covenants, Conditions, Restrictions and Easements for Marlin Cove at Riverwood, Charlotte County, Florida, recorded in the Public Records of

Charlotte County, Florida (hereinafter called the "Neighborhood Declaration"), and such *additional properties* as may be added thereto from time to time by annexation or otherwise as provided in the Neighborhood Declaration and in these Neighborhood Articles; and to *promote the health, safety and welfare of the residents* within such properties, and for these purposes the Neighborhood Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association as set forth in the Neighborhood Declaration and as the same may be amended from time to time as therein provided, said Neighborhood Declaration being incorporated herein as if set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of the Neighborhood Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Neighborhood Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Neighborhood Association;

(c) To acquire, hold, and dispose of tangible and intangible personal property and real property in connection with the affairs of the Neighborhood Association;

(d) To borrow money, and, in accordance with the Neighborhood Declaration, to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Neighborhood Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Neighborhood Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Neighborhood Association shall have and exercise any and all powers, rights and privileges which a corporation not-for-profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE 5

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Neighborhood Association, including contract sellers, shall be a member of the Neighborhood Association (hereinafter called "Neighborhood Member"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No Owner (as defined in the Neighborhood Declaration) shall have more than one Neighborhood Membership. Neighborhood Membership shall be appurtenant to and may not be separated from ownership of any Lot or Unit which is subject to assessment by the Neighborhood Association. Ownership of such Lot or Unit shall be the sole qualification of Neighborhood Membership.

ARTICLE 6

VOTING RIGHTS

The Neighborhood Association shall have two classes of voting membership:

Class A. Neighborhood Class A Members shall be all those Owners as defined in Article 5 with the exception of the Declarant. Neighborhood Class A Members shall be entitled to one vote for each Lot or Unit in which they hold the interest required for Neighborhood Membership by Article 5. When more than one person holds such interest in any Lot or Unit, all such persons shall be Neighborhood Members. The vote for such Lot or Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot or Unit.

Class B. The Neighborhood Class B Member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot or Unit owned. The Neighborhood Class B Membership shall cease and be converted to Neighborhood Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (a) Seven (7) years from the date the Neighborhood Declaration is recorded; or
- (b) Upon the recording of a voluntary written notice executed by the Declarant or its duly authorized successor or assignee electing to convert its Class B status to Class A; or

- (c) In any event, one hundred twenty (120) days after the conveyance of the Unit to a Neighborhood Class A Member that causes the total number of votes held by all Neighborhood Class A Members of the Neighborhood Association to equal the number of votes in the Neighborhood Association held by the Neighborhood Class B Member;

provided, however, that if Class B status is converted to Class A pursuant to clause (c) and, subsequent to such event, the Declarant annexes any additional Lots or Units to the Neighborhood Properties which annexation causes the number of Lots or Units owned by the Declarant in the Neighborhood Properties to exceed twenty-five percent (25%) of the total number of Lots and Units within the Neighborhood Properties, Declarant's Class B status shall be restored as to all Lots and Units within the Neighborhood Properties then owned by Declarant, and shall continue until the next occurrence of an event of conversion described above.

ARTICLE 7

AGENT AND OFFICES

The principal office of the Corporation is 5801 Pelican Bay Boulevard, Suite 600, Naples, Florida, 34108, and Centex Real Estate Corporation at such address constitute the initial registered office and agent, respectively, of the Neighborhood Association. The principal office of the Neighborhood Association is located at Suite 600, Naples, Florida, 34108.

ARTICLE 8

BOARD OF DIRECTORS

The affairs of the Neighborhood Association shall be managed by a board of directors (hereinafter called the "Neighborhood Board") composed of an odd number of directors being no less than three (3) but no more than seven (7) directors, who need not be Neighborhood Members. The number of directors may be changed by amendment of the Neighborhood Bylaws. The names and addresses of the persons who are to serve until the election of their successors are:

Dan Halloran	5801 Pelican Bay Boulevard, Suite 600 Naples, Florida, 34108
Jon Parham	5801 Pelican Bay Boulevard, Suite 600 Naples, Florida, 34108

Jeff Lacey

5801 Pelican Bay Boulevard, Suite 600
Naples, Florida, 34108

At the first annual meeting the Neighborhood Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years, and any additional directors shall be elected for terms of one (1) year each. The number of directors to be elected at the first annual meeting of the Neighborhood Members shall be determined by the initial directors identified above prior to such meeting. At each annual meeting thereafter the Neighborhood Members shall elect the director(s) for a term of three (3) years to fill each expiring term.

ARTICLE 9

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Neighborhood Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the voting Neighborhood Membership; all subject, however, to the provisions relating to annexation as set forth in said Neighborhood Declaration.

ARTICLE 10

AUTHORITY TO MORTGAGE

After same has been conveyed to the Neighborhood Association, the Neighborhood Board shall have the power and authority, subject to the terms and provisions of the Neighborhood Declaration, to mortgage the property of the Neighborhood Association.

ARTICLE 11

AUTHORITY TO DEDICATE

The Neighborhood Association shall have power to dedicate, sell or transfer all or any part of the Neighborhood Common Areas (after same has been conveyed to it) to any public agency, authority, or utility for such purposes and subject to such conditions as may be set forth in the Declaration.

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ARTICLE 12

DISSOLUTION

The Neighborhood Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each Neighborhood Class of Membership. Upon dissolution of the Neighborhood Association, the assets both real and personal of the Neighborhood Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Neighborhood Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Neighborhood Association. This procedure shall be subject to Florida Statutes.

In the event of termination, dissolution or final liquidation of the Neighborhood Association, the responsibility for the operation and maintenance of the drainage system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination dissolution or liquidation.

ARTICLE 13

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES 9 THROUGH 12

In order to take actions under Articles 9 through 12, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all Neighborhood Members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. The presence of Neighborhood Members or of proxies entitled to cast at least thirty percent (30%) of the votes of each Neighborhood Class of Membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE 14

OFFICERS

The Officers of the Neighborhood Association shall be a president, vice president, secretary, treasurer and such other officers as the Neighborhood Board may from time to

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time by resolution create. The officers shall serve at the pleasure of the Neighborhood Board. The Neighborhood Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Neighborhood Board as follows:

President	Dan Halloran
Vice President	Jon Parham
Secretary/Treasurer	Jeff Lacey

ARTICLE 15

BYLAWS

The first Neighborhood Bylaws shall be adopted by the Neighborhood Board and may be altered, amended or rescinded by the directors or Neighborhood Members in the manner provided by the Neighborhood Bylaws.

ARTICLE 16

AMENDMENTS

Amendments of these Neighborhood Articles shall require the assent of seventy-five percent (75%) of the total votes of each Neighborhood Class of Membership.

ARTICLE 17

FHA/VA APPROVAL

As long as there is a Neighborhood Class B Membership, the following actions will require the prior approval of the Federal Housing Administration or the Department of Veterans Affairs:

Annexation of additional properties, mergers and consolidations, mortgaging of Neighborhood Common Areas, dedication of Neighborhood Common Areas, dissolution and amendment of these Neighborhood Articles. The procedure for obtaining FHA and VA approval shall be as set forth in the Neighborhood Declaration.

ARTICLE 18

The name and street address of the incorporator is:

Centex Homes
5801 Pelican Bay Boulevard, Suite 600
Naples, Florida, 34108

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Wherefore, the incorporator, and the initial registered agent have executed these Articles this 10 day of Nov-, 2003.

WITNESSES

CENTEX HOMES, a Nevada general partnership

[Signature]

By: Centex Real Estate Corporation, a Nevada corporation, its managing general partner

[Signature]

By: [Signature]
Timothy J. Ruemler, Division President,
Naples-Fort Myers Division

THE STATE OF FLORIDA)
COUNTY OF Collier)

The foregoing instrument was acknowledged before me this 10 day of Nov 2003 by Timothy J. Ruemler, Division President, Naples-Fort Myers Division of Centex Real Estate Corporation, a Nevada corporation, as managing general partner of Centex Homes, a Nevada general partnership, [] who is personally known to me or [] who has produced _____ as identification.

Tamara J. Ludwig
Notary Public,
State of Florida
Notary printed name: Tamara J. Ludwig
My commission expires: _____



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

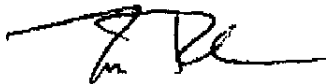
MARLIN COVE AT RIVERWOOD NEIGHBORHOOD ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 5801 Pelican Bay Boulevard, Suite 800, Naples, Florida, 34108, has named **CENTEX REAL ESTATE CORPORATION**, whose office is located at 5801 Pelican Bay Boulevard, Suite 600, Naples, Florida, 34108, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, **CENTEX REAL ESTATE CORPORATION** hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

CENTEX REAL ESTATE CORPORATION

By:



Timothy J. Ruemler, Division President,
Naples-Fort Myers Division

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