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04 SEP 27 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CB 9-28
W04-33781

Law Offices of James M. Costello, P.L.

a Florida Professional Limited Liability Company

Phone (239) 334-8333

Fax (239) 334-8994

2069 First Street, Suite 301
Fort Myers, Florida 33901

Mailing Address: Post Office Box 549

Fort Myers, Florida 33902-0549

September 7, 2004

Florida Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Plaza Del Sol Property Owners Association, Inc.; New Filing; Filing Fees.

Dear Section Clerk:

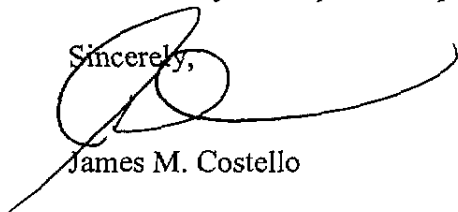
Please find enclosed:

1. An original executed Articles of Incorporation for the above-named Florida corporation;
2. A conformed copy of the Articles of Incorporation, as requested; and
3. Check in the amount of \$78.75 to cover the Filing Fee.

Please file the Articles and return a conformed copy of them to me at the above address. If you have any questions, please call collect. I will accept the charges.

Thanks for your help and cooperation.

Sincerely,



James M. Costello

JMC/bls

Encl.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

04 SEP 27 PM 1:16

September 9, 2004

JAMES M. COSTELLO, ESQ.
P.O. BOX 549
FT MYERS, FL 33902-0549

SUBJECT: PLAZA DEL SOL PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W04000033781

We have received your document for PLAZA DEL SOL PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 404A00054002

APPROVED
AND
FILED

04 SEP 27 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PLAZA DEL SOL PROPERTY OWNERS ASSOCIATION, INC.
a Florida corporation, not-for-profit**

The undersigned natural person of legal age, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
(Name)**

The name of the corporation (hereinafter called the association) is PLAZA DEL SOL PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II
(Not-for-Profit Status)**

The association is a corporation not for profit.

**ARTICLE III
(Duration)**

The period of its duration is perpetual.

**ARTICLE IV
(Purposes and Powers)**

The specific primary purposes for which the association is formed are to provide for:

(a) maintenance and preservation of the Tracts/common areas and conservation and detention areas/easements; and enforcement of the Declaration of Covenants, Conditions and Restrictions for PLAZA DEL SOL, a subdivision of land lying in Lee County, Florida; and

(b) to maintain and preserve the surface water management systems, including conservation easements, within the subdivision as specified and permitted by the Southwest Florida Water Management District; all within a certain subdivided tract of real property described as PLAZA DEL SOL, a subdivision located in Section 35, Township 46 South, Range

25 East, Lee County, Florida, and as more particularly described in Plat Book _____, at Page _____ of the Public Records of Lee County, Florida, and generally, to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the Declaration) applicable to the subdivision and to be recorded in the public records of Lee County, Florida, which includes the power to enforce the terms and provisions of the Declaration;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration and the associations Bylaws, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, convey or transfer all or any part of the common areas to any government or municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise including the power to sue and be sued. The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration and/or bylaws, and no part of any net earnings shall inure to the benefit of any member.

(h) Enforce all properly promulgated rules, ordinances, or regulations of any governmental entity relating to the common areas and particularly the easements, covenants and

restrictions over the parcels for surface water management and the terms of any surface water management permits issued therefor.

(i) Make and enforce reasonable rules and regulations regarding the use of land within the subdivision.

(j) Grant such easements or other access rights over the Tracts owned by the Association as the Board of Directors may, in its discretion, deem advisable.

ARTICLE V
(Street Address, Mailing Address and Initial Registered Office and Agent)

The mailing address, street address and the street address of the initial registered office of the association is 2069 First Street, Suite 301, Fort Myers, Florida 33901, and the name of its initial registered agent at such address is JAMES M. COSTELLO.

ARTICLE VI
(Members)

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot or parcel which is subject to assessment by the association.

ARTICLE VII
(Classes of Membership)

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the Declarant, and shall be entitled to the number of votes shown below for each Parcel owned. When more than one person or entity holds an interest in a given Parcel, all such persons or entities shall be members and the vote for such lot shall be exercised as they may determine among themselves. Each Parcel shall be apportioned votes as follows:

| | |
|-----------|---------|
| Parcel A: | 5 votes |
| Parcel B: | 8 votes |
| Parcel C: | 9 votes |
| Parcel D: | 9 votes |
| Parcel E: | 8 votes |
| Parcel F: | 8 votes |

Parcel G: 46 votes
Parcel H: 7 votes
TOTAL: 100 votes

If any of the Parcels A through H, above be further subdivided, then the resulting divided sub-parcels shall each be apportioned a pro rata share of votes accruing to the undivided Parcel. The sub-parcel proration shall be calculated on a percentage basis, i.e. each sub-parcel shall be apportioned a share of the Parcel's votes based upon the ratio of the square footage of the sub-parcel to the square footage of its parent Parcel as shown on the Plat.

Class B. The Class B member shall be the Declarant, who shall be entitled to exercise seven votes for each vote apportioned to a Parcel that Declarant owns. The Class B membership shall cease and be converted to Class A membership three (3) months after 90 percent of the seven original Parcels or lots shown on the Plat have been conveyed to members other than the Declarant.

ARTICLE VIII (Directors)

The number of directors constituting the initial board of directors of the association is three (3). The terms and method for electing directors shall be stated in the association's Bylaws. The names and addresses of the persons who are to serve as the initial directors are:

| | |
|-------------------|---|
| ALAN WORTZEL | 2133 Periwinkle Way Sanibel, Florida 33957 |
| AUGUST LANDL | 500 Sea Oats Drive Sanibel, Florida 33957 |
| ROSEANNE GIORDANI | 2340 Periwinkle Way, Unit M-1 Sanibel, Florida 33957 |

ARTICLE IX (Disposition of Assets)

In order to ensure the continued maintenance and operation of the facilities, surface water management system, conservation and other easements with Plaza Del Sol, upon dissolution of this entity, the assets of the association shall be assigned to an appropriate agency of local government acceptable to South Florida Water Management District. If not accepted by an appropriate unit of local government, then the assets shall be assigned to a successor not-for-profit entity, which shall, upon acceptance of the assets of this corporation, also accept a delegation of the duties of this corporation under: a) these Articles, b) the Declaration of Covenants, Conditions and Restrictions for Plaza Del Sol, or c) any governmental permitting in

place for the development and management of the subdivision. For the purposes of interpreting this provision only, a "dissolution" shall not be deemed to have occurred once a voluntary dissolution is lawfully revoked or, in the case of an administrative dissolution for failure to file an annual Uniform Business Report with the Secretary of State or its successor, once any reinstatement of this corporation occurs.

**ARTICLE X
(Incorporator)**

The name and street address of each incorporator is:

AUGUST LANDL 500 Sea Oats Drive
Sanibel, Florida 33957

Executed this 7th day of September, 2004.


AUGUST LANDL, Incorporator


STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me this 7th day of September, 2004, by **August Landl**, [] who is personally known to me or [] who has produced _____ as identification.

(Seal)



James M. Costello
MY COMMISSION # DD191932 EXPIRES
May 1, 2007
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public: *State of Florida* (sign)

ACCEPTANCE BY REGISTERED AGENT

The Undersigned being the person named as initial registered agent of PLAZA DEL SOL PROPERTY OWNERS ASSOCIATION, INC., is familiar with Sections 617.0501,

617.0502, 617.0503, 617.0504 and 617.1507, Florida Statutes and accepts the obligations thereunder.

Executed this 7th day of September, 2004.



JAMES M. COSTELLO, *Registered Agent*