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FLORIDA NON-PROFIT CORPORATION

Veridian Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
FOR
VERIDIAN HOMEOWNERS ASSOCIATION, INC.
(a Corporation Not-for-Profit)**

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The undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation and does hereby form a corporation not-for-profit under Chapter 617, Florida Statutes.

ARTICLE 1 - Name

The name of the corporation is: VERIDIAN HOMEOWNERS ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 6646 Willow Park Drive, Naples, Florida 34109, and the mailing address of the corporation is 6646 Willow Park Drive, Naples, Florida 34109.

ARTICLE 2 - Purpose

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Association is organized for the purpose of providing an entity for the operation of Veridian, a residential community located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association.

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, except as limited or modified by these Articles, the Declaration, or the By-Laws, as they may hereafter be amended from time to time, including but not limited to, the following:

1. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
2. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting the Common Areas;
3. To fix, establish, levy and collect assessments against Members of the Association as contemplated by the Declaration to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
4. To own, lease, maintain, repair, replace or operate the Common Areas;

5. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;

6. To purchase insurance upon the Common Areas and Association Property for the protection of the Association and its members;

7. To pay all taxes and other assessments which are liens against the Association or the Common Areas;

8. To reconstruct improvements after casualty and to make further improvements of the Common Areas;

9. To make, amend and enforce reasonable rules and regulations governing the use and operation of the property covered by the Declaration and the operation of the Association;

10. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

11. To enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

12. To contract for the management and maintenance of the Common Areas and any corresponding infrastructure, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or the Florida Statutes, to be exercised by the Board of Directors or the membership of the Association;

13. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community;

14. To acquire, own, convey, lease and/or mortgage real property and to enter into agreements or to acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities, whether or not the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation or other use or benefit to the Members.

15. To borrow or raise money for any purposes of the Association, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

16. To be responsible for maintenance of the conservation areas (i.e., all preserved, restored, or created wetlands areas and uplands buffer zones), if any, and to take action against Owners, if necessary, to enforce the conditions of the conservation easements and permits issued by the South Florida Water Management District for the Community;

17. To be the responsible entity to operate and maintain the Surface Water Managements Systems, if any, permitted by the South Florida Water Management District, including but not limited to all lakes, retention areas, culverts and related appurtenances; and

18. To do and perform all acts reasonably necessary to accomplish the purposes of the Association, which acts are not inconsistent with Chapter 617, Florida Statutes.

Except as provided herein, 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 By-Laws.

ARTICLE 3 – Membership and Voting

The qualifications required for membership and the manner in which Members shall be admitted to membership shall be as stated in the Declaration and/or the By-Laws of the Association. Every Owner, and the Declarant, so long as they own Lots, shall be Members of the Association. The Association shall have two (2) classes of membership, as described in Section 5.3 of the Declaration. The Members shall be entitled to vote in accordance with Section 5.4 of the Declaration. The Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Association, and the Declaration.

ARTICLE 4 - Term

The term of the Association shall be perpetual. However, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization organized and operated for such similar purposes.

ARTICLE 5 – By-Laws

The By-Laws of the Association shall be adopted by a majority vote of the directors. Thereafter, the By-Laws may be altered, amended or rescinded only in the manner provided for in the By-Laws. Such alteration, amendment or rescission of the By-Laws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a Member.

ARTICLE 6 - Amendments

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors at any meeting of the Board and approved by a majority vote of all Members at any meeting of the Members properly called and noticed as provided in the By-Laws, subject to the following restrictions:

1. As long as the Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant.

2. Upon any amendment or amendments to these Articles being proposed by said Board or Owners, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

3. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by a majority vote of the Members at any annual or special meeting, or by approval in writing of a majority vote of the Members without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

4. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a member vested in the Member under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed of instrument.

5. No amendment to these Articles shall conflict with the Declaration.

6. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE 7 - Board of Directors

The initial Board of Directors of the Association shall consist of three directors appointed by Declarant. The names and addresses of the initial directors are:

1. Name: MICHAEL J. PEEL
Address: 6646 Willow Park Drive, Naples, Florida 34109
2. Name: STEPHEN L. PEEL
Address: 6646 Willow Park Drive, Naples, Florida 34109
3. Name: KELLY C. PEEL
Address: 6646 Willow Park Drive, Naples, Florida 34109

The number and term of the directors shall be governed pursuant to the By-Laws but shall never be less than three (3) nor more than seven (7).

ARTICLE 8 - Officers

The Board of Directors may elect officers from among its members. The officers of the Association shall be the President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the By-Laws. The initial officers of the

Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

MICHAEL J. PEEL	-	President
STEPHEN L. PEEL	-	Vice-President
KELLY C. PEEL	-	Secretary
KELLY C. PEEL	-	Treasurer

ARTICLE 9 - Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
2. A violation of criminal law, unless the director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.
3. A transaction from which the director or officer derived an improper personal benefit.
4. Wrongful conduct by directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved 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 a director or officer may be entitled.

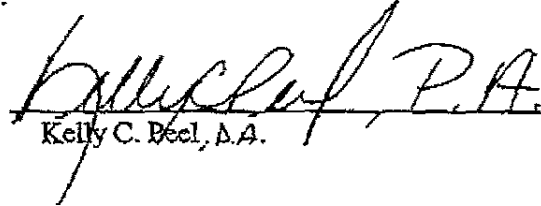
ARTICLE 10 - Incorporator

The name and address of the incorporator of VERIDIAN HOMEOWNERS ASSOCIATION, INC., is Kelly C. Peel, 6646 Willow Park Drive, Naples, Florida 34109.

ARTICLE 11 - Registered Agent and Registered Office

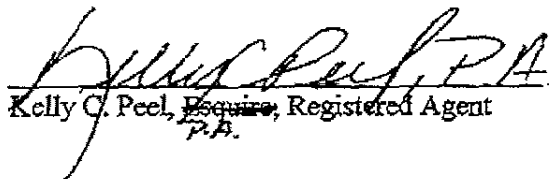
The initial registered agent and registered office of the Association shall be Kelly C. Peel, P.A. - 6646 Willow Park Drive, Naples, Florida 34109.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 3 day of December, 2004.


Kelly C. Peel, P.A.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Incorporation of VERIDIAN HOMEOWNERS ASSOCIATION, INC., as the registered agent of this corporation not-for-profit, hereby consents to accept service of process for the above-stated corporation at the place designated in the Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Kelly C. Peel, Esquire, Registered Agent
P.A.

Date: 12/3/04

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