

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
800-342-8086

*19500003736*



ACCOUNT NO. : 072100000032  
REFERENCE : 651779 6469A

AUTHORIZATION :

COST LIMIT : \$ 122. *Patricia Perik*

ORDER DATE : August 1, 1995  
ORDER TIME : 9:21 AM  
ORDER NO. : 651779  
CUSTOMER NO: 6469A  
CUSTOMER: Mr. James E. Seay  
MAGUIRE VOORHIS & WELLS, P. A.  
2 South Orange Avenue  
Orlando, FL 32801

400001550594

DOMESTIC FILING

NAME: LITTLE HARBOUR HOMEOWNERS' ASSOCIATION, INC.

95 AUG - 2 AM 8 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN

AUG - 7 1995

*10/15 15195*

*10/15 15195*



FLORIDA DEPARTMENT OF STATE

August 2, 1995

Sandra B. Mortham  
Secretary of State

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: LITTLE HARBOUR HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: W95000015498

We have received your document for LITTLE HARBOUR HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 495A00036351

ARTICLES OF INCORPORATION  
OF  
LITTLE HARBOUR HOMEOWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

FILED  
95 AUG -2 AM 8 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

Name

The name of the Corporation shall be LITTLE HARBOUR HOMEOWNERS' ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association." The principal address of this company shall be 10407 Centurion Parkway, North, Suite 108 Jacksonville, Florida 32256. ARTICLE II

Objects and Purposes

- A. The Purposes for which the Association is organized are
- (i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Little Harbour (hereinafter the "Declaration"), establishing a Master Land Use Plan which is part of the public records of Collier County, Florida, as amended from time to time, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and
  - (ii) to provide an entity for the furtherance of the interests of the Owners in the development; and

(iii) to exercise exclusive jurisdiction over and the sole responsibility for the ownership, administration, management, operation, regulation, care, maintenance, repair, restoration, replacement, preservation and protection of the Common Area; the establishment, levy, imposition, enforcement and collection of all Assessments for which provision is made in the Declaration; the payment of all Common Expenses, as defined in the Declaration; and the promotion and advancement of the general interest of the Members of the Association, all as more particularly provided in this Declaration and in these Articles of Incorporation, Bylaws and Rules and Regulations of the Association, and all having to do with and being related to Little Harbour.

B. No part of any earnings of the Association shall inure to the benefit of any Member, director or officer.

C. All terms used herein which are not defined shall have the same meaning as provided in the Declaration.

### ARTICLE III

#### Duties and Powers

The duties and powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration, and the Bylaws of this Association.

B. The Association, acting through its Board of Directors, shall have all of the powers necessary or desirable to perform the

obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(i) to fix, collect and enforce Assessments or other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services, including operating and maintaining the Surface Water System as permitted by the South Florida Water Management District, including all lakes, retention areas, Wetlands Areas, culverts and related appurtenances.

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws, and to establish rules and regulations in accordance with the Declaration and Bylaws, as the same may be amended from time to time.

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, convey or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(vi) to borrow money for any purpose as may be limited in the Bylaws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(x) to provide for any and all supplemental municipal services as may be necessary or proper; and

(xi) to sue and be sued and to defend any suits brought against it.

(xii) The foregoing enumeration of powers shall not limit or restrict in any manner either the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law or the powers specified in each of the paragraphs of this Article III.

## ARTICLE IV

### Members

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The Owner of each Unit, subject to the conditions for membership set out in the Declaration, shall be a Member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration and Bylaws, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

C. Change of membership in the Association shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing record title to a Unit or lot subject to the Declaration and written notice to the Association of such change in title. The Owner designated by such instrument thus becomes a Member of the Association, subject to the conditions for membership set out in the Declaration, and the membership of the prior Owner is terminated.

D. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his or her Unit.

## ARTICLE V

### Term

The Association shall be of perpetual duration. However, if the Association is dissolved, the property consisting of the

Surface Water Management System shall be conveyed to an appropriate agency of local government. If it is not accepted by said agency, then the Surface Water Management System must be dedicated to a similar not-for-profit corporation.

ARTICLE VI

Directors

A. The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Douglas W. McNeill	Case Pomeroy Properties 10407 Centurion Parkway North Suite 108 Jacksonville, FL 32256
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Gilbert G. Cabbage	Case Pomeroy Properties 10407 Centurion Parkway North Suite 108 Jacksonville, FL 32256
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Sharon A. Lynn	Case Pomeroy Properties 10407 Centurion Parkway North Suite 108 Jacksonville, FL 32256
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C. The method of election and term of office, removal, and filling of vacancies shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.



## ARTICLE VII

### Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Douglas W. McNeill - President  
Case Pomeroy Properties  
10407 Centurion Parkway North  
Suite 108  
Jacksonville, FL 32256

Sharon A. Lynn - Secretary/Treasurer  
Case Pomeroy Properties  
10407 Centurion Parkway North  
Suite 108  
Jacksonville, FL 32256

Gilbert G. Cabbage - Vice President  
Case Pomeroy Properties  
10407 Centurion Parkway North  
Suite 108  
Jacksonville, FL 32256

## ARTICLE VIII

### Bylaws

The Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

## ARTICLE IX

### Amendments

Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

## ARTICLE X

### Indemnification

The Association shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a director or officer of the Association, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her bad faith or willful misconduct.

ARTICLE XI

Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

James E. L. Seay, Esquire  
Maguire, Voorhis & Wells, P.A.  
Post Office Box 633  
Orlando, FL 32802-0633

ARTICLE XII

Registered Agent and Office

The initial registered office of the Corporation is The Prentice Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, FL 32301 and the initial registered agent at such address is The Prentice Hall Corporation System, Inc.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 2nd day of August, 1995.

  
James E. L. Seay

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of August, 1995 by James E. L. Seay, acknowledged before me that he executed the same for the purposes expressed in such Articles. He is known to me and did not take an oath.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been appointed to serve as registered agent of LITTLE HARBOUR HOMEOWNERS' ASSOCIATION, INC., in its registered office located at 1201 Hays Street, Tallahassee, FL 32301, hereby accepts such appointment and agrees to serve as registered agent in this corporation's registered office.

Dated this 4th day of August, 1995.

THE PRENTICE HALL CORPORATION SYSTEM

By:

Marcia A. Hevner  
Name: Marcia A. Hevner, Asst. Sec.  
As its: agent

(F:\Real\096\Agent..wpf)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA