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LAW OFFICES OF
JOHN D. SPEAR
SUNSHINE PROFESSIONAL CENTER
9200 BONITA BEACH ROAD
SUITE 204
BONITA SPRINGS, FLORIDA 34135-4278

JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

(941) 947-1102
FAX (941) 947-5055

October 31, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/03/97--01057--008
① ****122.50 ****122.50

RE: MEADOWBROOK OF BONITA SPRINGS HOMEOWNERS ASSOCIATION, INC.

Dear Sir or Madam:

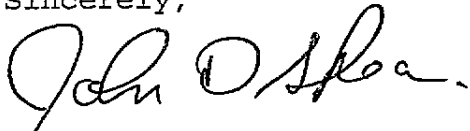
Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear

JDS/sav

Enclosures

cc: Jack Malpeli

97 NOV -3 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
MEADOWBROOK OF BONITA SPRINGS HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-For-Profit)

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is:

MEADOWBROOK OF BONITA SPRINGS HOMEOWNERS ASSOCIATION,
INC.,

(hereinafter called the "Association").

ARTICLE II

REGISTERED OFFICE

The street address of the Association is:

9200 Bonita Beach Road, Suite 204
Bonita Springs, Florida 34135

ARTICLE III

PURPOSES OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Common Area and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration of Covenants, Restrictions, Easements, Charges and Liens for Meadowbrook of Bonita Springs as recorded in the Public Records of Lee County, Florida (the "Declaration"), and to promote the health, safety, welfare and mutual enjoyment of the members of the Association.

97 NOV -3 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE IV

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided;

B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to 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 against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association including, without limitation, the Common Area;

D. To operate and maintain the surface water management system in accordance with the requirements of the South Florida Water Management District, and to contract for services to provide for the operation and maintenance of the surface water management system; provided, however, in the event the Association is dissolved, the surface water management system, and the property comprising such system, will be conveyed and be dedicated to a non-profit organization so as to assure continued maintenance of the surface water management system in perpetuity;

E. With the assent of two-thirds (2/3) of the Membership Interests at a duly called meeting of the Association, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and only if the prior written consent of Declarant is obtained for so long as Declarant holds any Membership Interest in the Association;

F. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of the Membership Interests; and only if the prior written consent of Declarant is obtained for so long as Declarant holds any Membership Interest in the Association;

G. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the Membership Interests of the Association; and only if the prior written consent of Declarant is obtained for so long as Declarant holds any Membership Interest in the Association;

H. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

I. To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

J. To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association, and to contract for services to be provided to the Owners, including cable television service. All Members of the Association shall be bound by such contracts regardless of whether they desire or use the services rendered thereunder.

K. 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;

L. All powers and duties of a not-for-profit corporation under Chapter 617, Florida Statutes.

ARTICLE V

MEMBERSHIP AND QUORUM

A. Every Owner of a Lot within the Property subject to the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

B. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, equal to thirty percent (30%) of the total voting interests of the Association shall constitute a quorum for any action.

ARTICLE VI

VOTING RIGHTS

A. There shall be one Membership Interest in the Association appurtenant to each Lot. Initially, Declarant shall be entitled to all Membership Interests in the Association. The

Membership Interest appurtenant to each Lot shall automatically pass upon recordation in the public records of each instrument effectuating a sale, conveyance or transfer of said Lot.

B. The Association shall have two (2) classes of membership:

Class A. Class A Members shall be all Owners of Lots (except the Declarant) and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall have a Membership Interest in the Association. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant. The Declarant shall be entitled to one (1) vote for each Membership Interest held by it in the Association; provided, however, that until three (3) months after ninety percent (90%) of the Lots have been conveyed to Owners other than Declarant, Declarant shall at all times be entitled to no less than the number of votes equal to the maximum number of votes for all other classes plus one, so that the Declarant shall at all referenced times have a majority of votes.

ARTICLE VII

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of at least three (3) Directors. Initially, the Declarant shall have the right to appoint all of the Directors until such time as Class A Members hold fifty percent (50%) or more of the Membership Interests, at which time the Class A Members shall be entitled to elect one (1) Director and the Declarant shall be entitled to elect two (2) Directors.

B. Within sixty (60) days after the Class A Members are entitled to elect a Director, the Association shall call, and give not less than thirty (30) days' nor more than forty (40) days' notice of, a meeting of the Class A Members for this purpose. Such meeting may be called and a notice given by any Class A Member if the Association fails to do so.

C. The Declarant shall be entitled to appoint two (2) Directors until three (3) months after ninety percent (90%) of the Lots have been conveyed to Owners other than Declarant.

D. The Declarant shall be entitled to appoint one (1) Director as long as Declarant is the holder of at least five percent (5%) or more of the Membership Interests in the Association, after which time all Directors shall be selected by the Class A Members.

E. Any Director appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed and substituted by Declarant, at its sole option and discretion.

F. At such time as the Class A Members of the Association are permitted to elect Directors, any Director elected by the Class A Members, may be removed from the Board with or without cause, by a two-thirds (2/3) vote of the Class A Members of the Association entitled to vote. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Directors and shall serve the unexpired term of his predecessor.

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

<u>NAME</u>	<u>ADDRESS</u>
John C. Malpeli, Jr.	<u>105 Greenfield Ct.</u> <u>Naples, FL 34110</u>
LynneMalpeli	<u>105 Greenfield Ct.</u> <u>Naples, FL 34110</u>
John D. Spear	9200 Bonita Beach Road, Suite 204 Bonita Springs, Florida 34135

H. The number of Directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3) in number.

I. The Directors shall serve for a term of one (1) year. Any Director may be re-elected for successive terms.

J. The provisions of this Article VII shall control over the provisions of Article VI.

ARTICLE VIII

DURATION

The Association shall have perpetual existence. In the event the Association is dissolved, the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

ARTICLE IX

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by a majority vote of the Board of Directors or by fifteen (15%) percent of the Members. Such proposals shall be in writing and shall be delivered to the President of the Association who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-laws. An affirmative vote of two-thirds (2/3) of all Membership Interests (not just those voting) shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive the requirements of this Article as to the notice of special meetings to vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles, and any amendment passed by two-thirds (2/3) of the Membership Interests shall not be invalid merely because some Members did not receive notice of the special meeting.

ARTICLE X

SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are the same as the Directors listed in ARTICLE VII hereof.

ARTICLE XI

OFFICERS

A. The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice President, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

B. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: John C. Malpeli, Jr.

Secretary: John D. Spear

Treasurer: LynneMalpeli

ARTICLE XII

BY-LAWS

A. The By-laws of this Association shall be adopted by the Board of Directors and attached to the Declaration to be filed among the Public Records of Lee County, Florida. The By-laws may be amended by the Members in the manner provided in said By-laws.

B. No amendment to the By-laws shall be passed without the consent or joinder of the Declarant so long as Declarant holds a Membership Interest in the Association.

C. No amendment to the By-laws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee holding a lien upon a Lot or Unit.

D. No By-law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-laws shall contain the full text of the By-laws to be amended; new words shall be inserted in the text underlined, and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw. See By-law _____ for present text". Nonmaterial errors or omissions in the By-law process shall not invalidate an otherwise properly promulgated amendment.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for

or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

IN WITNESS WHEREOF, for the purpose of forming this Association under the Laws of the State of Florida, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 31st day of OCTOBER, 1997.

Signed, Sealed and Delivered
in the Presence of:

Ellen C. Allen

John C. Malpeli, Jr.
John C. Malpeli, Jr.

Julia A. Trout

(Date of Execution: 10-31, 1997)

Ellen C. Allen

Lynne Malpeli
Lynne Malpeli

Julia A. Trout

(Date of Execution: 10-31, 1997)

Ellen C. Allen

John D. Spear
John D. Spear

Julia A. Trout

(Date of Execution: 10-31, 1997)

STATE OF FLORIDA)
)SS:
COUNTY OF LEE)

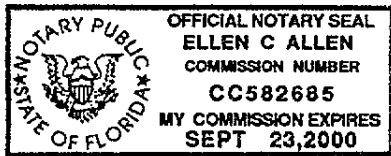
The foregoing instrument was acknowledged before me this 31st day of OCTOBER, 1997 by John C. Malpeli, Jr. who is personally known to me and who ()did (x)did not take an oath.

Ellen C. Allen
Notary Public, State of Florida
Print Name: ELLEN C. ALLEN
My commission expires:



STATE OF FLORIDA)
)SS:
COUNTY OF LEE)

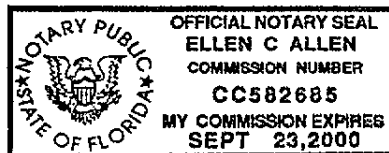
The foregoing instrument was acknowledged before me this 31st day of OCTOBER, 1997 by LynneMalpeli, who is personally known to me and who ()did ()did not take an oath.



Ellen C. Allen
Notary Public, State of Florida
Print Name: ELLEN C. ALLEN
My commission expires:

STATE OF FLORIDA)
)SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 31st day of OCTOBER, 1997 by John D. Spear, who is personally known to me and who ()did ()did not take an oath.



Ellen C. Allen
Notary Public, State of Florida
Print Name: ELLEN C. ALLEN
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida Statutes, the following is submitted:

Meadowbrook of Bonita Springs Homeowners Association, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at Lee County, State of Florida, has named:

John D. Spear
9200 Bonita Beach Road, Suite 204
Bonita Springs, Florida 34135

as its agent to accept service of process within Florida.

SIGNATURE: _____

John C. Malpeli, Jr.
John C. Malpeli, Jr., President

DATE: OCTOBER 31, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

John D. Spear

John D. Spear

DATE: OCTOBER 31, 1997

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October 24, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA