

NO 6000004446

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000107677 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ROETZEL & ANDRESS
Account Number : I20000000121
Phone : (239) 649-6200
Fax Number : (239) 261-3659

FLORIDA PROFIT/NON PROFIT CORPORATION

Whispering Palms Recreation Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

D. WHITE APR 24 2006

FILED

06 APR 21 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: 4/21/2006 Time: 10:53 AM To: @ 18502050381

R&A Naples Fax

Page: 2

FILED
H06000107677 3
06 APR 21 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
WHISPERING PALMS RECREATION ASSOCIATION, INC.

H06000107677 3

FILED
06 APR 21 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H06000107677 3

TABLE OF CONTENTS
FOR
ARTICLES OF INCORPORATION
OF
WHISPERING PALMS RECREATION ASSOCIATION, INC.

	<u>PAGE NO.</u>
ARTICLE I.....	1
<u>NAME</u>	1
ARTICLE II	1
<u>DEFINITIONS</u>	1
ARTICLE III.....	1
<u>PURPOSE AND POWERS</u>	1
ARTICLE IV.....	2
<u>MEMBERSHIP</u>	2
ARTICLE V	3
<u>TERM:</u>	3
ARTICLE VI.....	3
<u>BYLAWS</u>	3
ARTICLE VII.....	3
<u>DIRECTORS AND OFFICERS</u>	3
ARTICLE VIII	3
<u>AMENDMENTS</u>	3
ARTICLE IX.....	4
<u>INDEMNIFICATION</u>	4
ARTICLE X	4
<u>INCORPORATOR</u>	4
ARTICLE XI.....	5
<u>REGISTERED OFFICE AND REGISTERED AGENT</u>	5

06 APR 21 AM 9:43
H06000107677 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
WHISPERING PALMS RECREATION ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Corporations Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Recreation Association", is Whispering Palms Recreation Association, Inc., and its address is c/o Pulte Home Corporation, 9148 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants and the Florida Not-For-Profit Corporations Act, with particular reference to Section 720.301, F.S. (2005), shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Recreation Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Whispering Palms located in Lee County, Florida. The Recreation Association is organized and shall exist on 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 Recreation Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Recreation Association shall have all of the common law and statutory powers and duties of a corporation not for profit and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate Whispering Palms pursuant to the Governing Documents as they may hereafter be amended, subject to applicable state and local government jurisdiction (including the CDD), and including, but not limited to the following:

- A. To make and collect assessments against members of the Recreation Association to defray the costs, expenses and losses of the Recreation Association, and to use the funds in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the Recreation Association property.
- C. To purchase insurance for the protection of the Recreation Association and its members.
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the Recreation Association property.
- E. To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.
- F. To approve or disapprove the transfer, leasing and occupancy of Parcels as provided in the Declaration.
- G. To enforce the provisions of the laws of the State of Florida that are applicable to

H06000107677 3

Whispering Palms, and the Governing Documents.

H. To contract for the management and maintenance of Whispering Palms and the Recreation Association property, and any property or easements and related improvements that are dedicated to the Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, and to delegate any powers and duties of the Recreation Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Recreation Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Whispering Palms.

J. To borrow money as necessary to perform its other functions hereunder.

K. To grant, modify or move any easement.

L. To acquire, own, lease and dispose of any real and personal property.

M. To sue and be sued.

All funds and the title to all property acquired by the Recreation Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents. In the event of termination, dissolution or final liquidation of the Recreation Association, the responsibility for the operation and maintenance of the condominium property, including any property or easements and related improvements that are dedicated to the Recreation Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Common Area and dissolution of the Recreation Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class "B" membership.

ARTICLE IV

MEMBERSHIP:

A. The members of the Recreation Association shall be the record Owners of a fee simple interest in one or more Parcels. Class "A" Members of the Recreation Association are all Owners other than Developer. The Class "B" member is the Developer as further provided in the Bylaws. Each Neighborhood Association shall be the voting member, or Representative for all of the Class "A" Members within such Neighborhood Association.

B. The share of a member in the funds and assets of the Recreation Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

C. Except as otherwise provided in the Bylaws with respect to the Class "B" Member, the owners of each Parcel, collectively, shall be entitled to one vote in Recreation Association matters to be cast by the Representative. The manner of exercising voting rights shall be as set forth in the Bylaws.

H06000107677 3

ARTICLE V

TERM The term of the Recreation Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Recreation Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

A. The affairs of the Recreation Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

B. Directors of the Recreation Association shall initially be appointed by and shall serve at the pleasure of the Developer, and following transition shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Recreation Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Recreation Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

W. Michael Meeks
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

Laura Ray
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

The initial Officers are as follows: Edwin D. Stackhouse- President; W. Michael Meeks- Vice President; and Laura Ray- Secretary/Treasurer.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests.

H06000107677 3

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

C. Vote Required. Prior to transition of control of the Board of Directors from the Developer of Whispering Palms, amendments shall be adopted by the Developer. Subsequent to transition of control of the Board of Directors, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests, at any annual or special meeting called for the purpose. As long as Developer owns a Parcel an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Developer, which consent may be denied in Developer's discretion, provided, further, that regardless of whether Developer owns a Parcel, no amendment shall be effective if it affects the Developer's rights or alters any provision made for the Developer's benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class "B" membership.

D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Recreation Association shall indemnify and hold harmless every Director and every officer of the Recreation Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Recreation Association. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Recreation Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled, and such right shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interests of the Recreation Association, in a proceeding by or in the right of the Recreation Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or officer derived an improper personal benefit.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

H06000107677 3

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 16th day of April, 2006.


Edwin D. Stackhouse, Incorporator

H06000107677 3

H06000107677 3

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

WHISPERING PALMS RECREATION ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Edwin D. Stackhouse
c/o Pulte Home Corporation
9148 Bonita Beach Road, Suite 102
Bonita Springs, FL 34135


Edwin D. Stackhouse, President

DATE 4/10/06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Edwin D. Stackhouse

DATE 4/10/06

484321.070479.0098

H06000107677 3

FILED
06 APR 21 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA