

NO0000002765

ROBERT W. McCLURE, P. A.

Attorney-at-Law

500 Fifth Avenue

Suite 509

Naples, Florida 34102

Telephone: 941/403-8692

Facsimile: 941/403-9699

MEMORANDUM

DATE: March 13, 2000

TO: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

900003172389-4
-03/16/00--01051--007
*****78.75 *****78.75

FROM: Robert W. McClure, Esq.

MATTER: Cove Community Association, Inc.

Enclosed please find the original and one copy of Articles of Incorporation for the incorporation of the captioned company and our trust check in the amount of \$78.75 payable to the "Secretary of State" for the filing fee.

Please file the original articles and deliver to this office a certified copy of the filing as soon as possible.

Thank you.

Enclosures

RWM/bh

FILED
00 APR 25 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 25 2000

ROBERT W. McCLURE, P. A.
Attorney-at-Law
500 Fifth Avenue
Suite 509
Naples, Florida 34102
Telephone: 941/403-8692
Facsimile: 941/403-9699

MEMORANDUM

DATE: April 20, 2000

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

FROM: Brenda J. Hartman, Legal Assistant *Brenda J. Hartman*

MATTER: Cove Community Association of Bonita Springs, Inc.
Reference No. W00000007697

Enclosed please find the Articles of Incorporation for Cove Community Association of Bonita Springs, Inc., which has been revised in accordance with your memorandum of March 22, 2000 (copy enclosed).

Please file the original Articles and deliver to this office a certified copy of the filing as soon as possible.

Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2000

ROBERT W. MCCLURE, P.A.
500 FIFTH AVENUE
SUITE 509
NAPLES, FL 34102

SUBJECT: COVE COMMUNITY ASSOCIATION, INC.
Ref. Number: W00000007697

We have received your document for COVE COMMUNITY 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 list the street address of each officer/director.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 500A00015928

**ARTICLES OF INCORPORATION
OF
COVE COMMUNITY ASSOCIATION
OF BONITA SPRINGS, INC.**

FILED
00 APR 25 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0202, Florida Statutes, the undersigned, PHIL T. ELLIOTT, JAMES A. KOEDYKER, GILBERT J. PORETTI, and SANDRA ROBINSON, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a Florida not-for-profit corporation, for the purposes set forth below.

ARTICLE I
NAME

1.01 The name of the corporation (herein called the "Association") is COVE COMMUNITY ASSOCIATION OF BONITA SPRINGS, INC. whose mailing address is 26780 Sammoset Way, Bonita Springs, Florida 34135.

ARTICLE II
PURPOSE AND POWERS:

2.01. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) for the operation and governance of residents of the Carousel Cove subdivision of Bonita Fairways Country Club located in Lee County, Florida.

2.02 The 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 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 or the Florida Not For Profit Corporation Act, as they may hereafter be amended from time to time including, without limitation, the following:

- (a) to provide for the common welfare and benefit of the members of the Association.;
- (b) to make and collect assessments against members of the Association 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;
- (c) to purchase insurance upon the Association property for the protection of the Association and its members;
- (d) to make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association;
- (e) to enforce the provisions of the Florida Not For Profit Corporation Act, these Articles, the Bylaws and Rules of the Association (hereafter the "Governing Documents");
- (f) to contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Florida Not For Profit Corporation Act, to be exercised by the Board of Directors or the membership of the Association;

(i) to employ managers, accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association; and

(j) to enter into agreements and to borrow or raise money for any of the purposes of the Association.

2.03 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 Governing Documents.

ARTICLE III MEMBERSHIP:

3.01 The members of the Association shall be limited to (i) record owners of a fee simple interest in one or more lots within Carousel Cove (except Alagold Communities, Ltd. its affiliates, successors and assigns as indicated below), (ii) lessees of one or more lots within Carousel Cove under rental agreements with Alagold Communities, Ltd., its affiliates, successors and assigns, and (iii) such other persons as may be set forth within the Bylaws of the Association from time to time. Notwithstanding the foregoing provision or any other provision contained in these Articles of Incorporation or any other Governing Documents, neither Alagold Communities, Ltd., or any persons affiliated with Alagold Communities, Ltd. including, without limitation, its officers, directors, partners, or stockholders of any partners, or their successors and assigns, may become members of the Association.

3.02 The share of a member in the funds and assets of the Association cannot be encumbered, assigned or transferred in any manner without the written consent of the Association.

3.03 The members shall be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV TERM

4.01 The term of the Association shall be perpetual.

ARTICLE V BYLAWS

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

ARTICLE VI AMENDMENTS

6.01 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 upon petition of one-fourth (1/4) of the members of the Association by instrument, in writing, signed by them. 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.

(b) Ratification. any proposed Amendment to these Articles of Incorporation shall be ratified by vote of a majority of the members of the Association, provided that notice of any proposed amendment has been given to the members, and that the notice contains a fair statement of the proposed amendment.

(d) Effective Date. 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 VII DIRECTORS AND OFFICERS.

7.01 The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Member nor more than nine (9) Members.

7.02 Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

7.03 The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VIII INITIAL DIRECTORS.

8.01 The initial Directors of the Association shall be: Doris Bialowas; Erich Breitlauch, Phil Elliott; James Koedyker; Gil Poretti; Sandra Robinson; Annette Stemen; Ralph Tatarka; and Arlene Ward.

ARTICLE IX INITIAL REGISTERED AGENT

9.01 The initial registered office of the Association shall be at: 500 Fifth Avenue So. Suite 509, Naples, Florida 34102.

9.02 The initial registered agent at said address shall be: Robert W. McClure.

ARTICLE X INDEMNIFICATION:

10.01 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 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 Association. The foregoing right of indemnification 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 Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

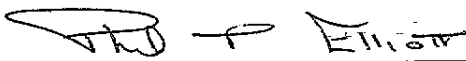
(b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(c) A transaction from which the Director or officer derived an improper personal benefit.

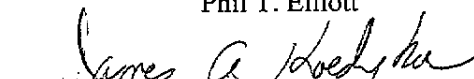
10.02 In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of

indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

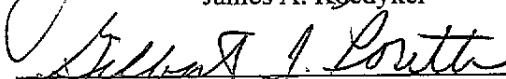
WHEREFORE the incorporator has caused these presents to be executed this 13 day of April, 2000.



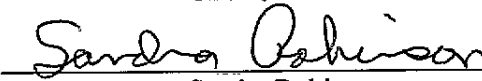
Phil T. Elliott



James A. Koedyker



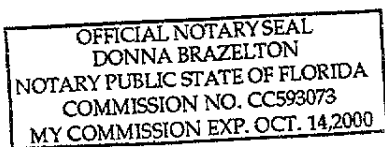
Gilbert J. Poretti

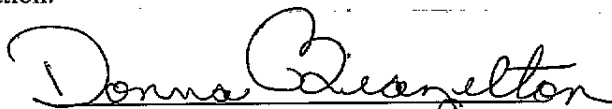


Sandra Robinson

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13 day of April, 2000, by Phil T. Elliott who (X) are personally known to me or has produced FL Drivers Lic. as identification.





Signature of Notary Public

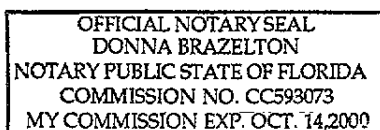
Donna Brazelton

Printed Name of Notary Public

My Commission Expires: 10/14/00 (SEAL)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13 day of April, 2000, by James A. Koedyker who () are personally known to me or has produced FL Drivers Lic. as identification.





Signature of Notary Public

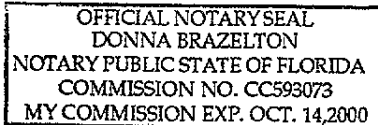
Donna Brazelton

Printed Name of Notary Public

My Commission Expires: 10/14/00 (SEAL)

STATE OF FLORIDA
COUNTY OF LEE

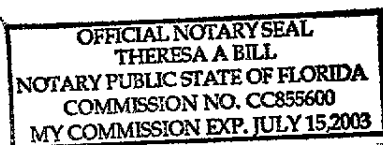
The foregoing instrument was acknowledged before me this 13 day of April, 2000, by Gilbert J. Poretti who ☐ are personally known to me or has produced FL Drivers Lic as identification.



Donna Brazelton
Signature of Notary Public
Donna Brazelton
Printed Name of Notary Public
My Commission Expires: 10/14/00 (SEAL)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14 day of APRIL, 2000, by Sandra Robinson who ☒ are personally known to me or has produced _____ as identification.



Theresa A. Bill
Signature of Notary Public
Theresa A. Bill
Printed Name of Notary Public
My Commission Expires: _____ (SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Cove Community Association of Bonita springs, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Robert W. McClure
Robert W. McClure

Date : April 11, 2000

Prepared By and Return to
after Filing To:
Robert W. McClure, Esq.
ROBERT W. MCCLURE, P.A.
500 Fifth Ave. So., Suite 509
Naples, Florida 34102
941/403/8692

FILED
00 APR 25 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA