

N000000003279

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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.

((H000000027361 5)))

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)922-4001

From:

Account Name : PORTER, WRIGHT, MORRIS & ARTHUR  
Account Number : 102233003533  
Phone : (941)593-2900  
Fax Number : (941)593-2990

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 18 AM 11:57

FILED

FLORIDA NON-PROFIT CORPORATION

Spoonbill Cove Association, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

May-18-2000 09:11am From-PORTER WRIGHT MORRIS

+9415932990

T-891 P.0022007

00 MAY 18 AM 11:57

FILED

Fax Audit No.: H000000273615

**ARTICLES OF INCORPORATION  
OF**

**SPOONBILL COVE ASSOCIATION, INC.**

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by PETER M. KLEIN, a single person, as sole incorporator, for the purposes set forth below.

**ARTICLE I: NAME**

The name of the corporation is SPOONBILL COVE ASSOCIATION, INC., and its address is c/o Porter, Wright, Morris & Arthur, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

**ARTICLE II: PURPOSE**

The purposes for which the Corporation is organized are:

1. To provide an entity for the ownership, maintenance and operation of certain structures, infrastructures, areas and common facilities for SPOONBILL COVE DEVELOPMENT, to be determined and recorded in the Public Records of Collier County, Florida.
2. To regulate the use of all of the areas and structures placed under the jurisdiction of this corporation by means of the Declaration of Restrictive Covenants and Easements for SPOONBILL COVE.
3. To enforce the provisions of the Declaration of Restrictive Covenants and Easements for SPOONBILL COVE.

**ARTICLE III: NON-STOCK, NON-PROFIT**

The Corporation is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, director or officer. All funds and the title to all property acquired by the Corporation shall be held for the benefit of the members of the Corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws.

Fax Audit No.: H000000273615

Fax Audit No.: H000000273615

#### ARTICLE IV: POWERS

For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Florida corporation not for profit, except as limited or modified by these Articles or the Bylaws, including without limitation the following:

- (A) To make and collect assessments against members of the Association in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Association property.
- (C) To purchase insurance upon the Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of the residential lots, as provided by the Declaration of Covenants, Conditions and Restrictions.
- (G) To enforce the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (H) 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 Declaration of Covenants, Conditions and Restrictions to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architect, and other professional personnel to perform the services required for proper operation of the Association.
- (J) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by means of a 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.

Fax Audit No.: H000000273615

Fax Audit No.: H000000273615

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 of Covenants, Conditions and Restrictions, these Articles of Incorporation and the By-Laws.

#### **ARTICLE III: MEMBERSHIP**

The members of the Association shall consist of all record owners of a fee simple interest in one or more residential lots in SPOONBILL COVE, as further provided in the Bylaws. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his lot. The owners of each lot, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Covenants, Conditions and Restrictions and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### **ARTICLE IV: TERM**

The term of the Association shall be perpetual.

#### **ARTICLE V: BYLAWS**

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

#### **ARTICLE VI: DIRECTORS AND OFFICERS**

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) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors of the Association 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. 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 VII: 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 petition of the owners of one-fourth (1/4) of the lots by instrument, in writing, signed by them.

Fax Audit NO.: H000000273615

Fax Audit No.: H000000273615

- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or lot 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.
- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of total number of lot owners at any annual or special meeting, or by approval in writing of a majority of interests 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.
- (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 Collier County, Florida.

#### ARTICLE VIII: DIRECTORS

The initial Directors of the Association shall be:

Peter M. Klein	Justin Klein	Paul Klein
6543 Commerce Parkway	910 Constitution Dr.	6543 Commerce Parkway
Suite T	#1108	Suite T
Dublin, Ohio 43017	Durham, NC 27705	Dublin, Ohio 43017

#### ARTICLE IX: INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

5801 Pelican Bay Boulevard  
Suite 300  
Naples, Florida 34108-2709

The initial registered agent at said address shall be:

Gary K. Wilson

#### ARTICLE X: 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 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

Fax Audit No.: H000000273615

Fax Audit No.: H000000273615

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 unlawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceedings 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 approves 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.

WHEREFORE the incorporator has caused these presents to be executed this 6 day of April, 2000.

PETER M. KLEIN, a single person

Peter M. Klein  
Peter M. Klein

STATE OF OHIO

COUNTY OF Franklin

The foregoing instrument was acknowledged before me this 6 day of April, 2000, by PETER M. KLEIN, a single person

(SEAL)

Expiration date of commission:

Shikha Bangia  
Signature of Notary Public

SHIKHA BANGIA  
Print Name of Notary Public

Commission No. \_\_\_\_\_

My Commission Expires 01/30/2005  
Notary Public, State of Ohio  
SHIKHA BANGIA



Fax Audit No.: H000000273615

May-18-2000 09:13am From-PORTER WRIGHT MORRIS

+9415932990

T-891 P.007/007 F-296

Fax Audit No.: H000000273615

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for SPOONBILL COVE ASSOCIATION, INC., a Florida corporation, 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.

  
GARY K. WILSON

NAPLES/40777 v 02

**FILED**

00 MAY 18 AM 11:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No.: H000000273615