

N00000003456



ACCOUNT NO. : 072100000032
REFERENCE : 692555 8687A
AUTHORIZATION :
COST LIMIT : \$ ~~78.75~~ PPD

ORDER DATE : May 10, 2000
ORDER TIME : 11:44 AM
ORDER NO. : 692555-005
CUSTOMER NO: 8687A

CUSTOMER: Don Childs, Esq
SCUDERI & CHILDS
SCUDERI & CHILDS
P. O. Box 109

200003246892--6
-05/10/00--01052--011
*****78.75 *****78.75

Marco Island, FL 34146-0109

DOMESTIC FILING

NAME: ~~PARADISE VILLAGE HOMEOWNERS'~~
~~ASSOCIATION, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

540-2544
1000-12291
534-2589

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 PM 1:57

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 10 PM 1:04



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CO MAY 10 PM 1:57

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: PARADISE VILLAGE ON THE IMPERIAL RIVER HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W00000012291

We have received your document for PARADISE VILLAGE ON THE IMPERIAL RIVER HOMEOWNERS' ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00029229

RECEIVED
00 MAY 26 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 10 PM 1:57

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMITTED
Please give original
submission

SUBJECT: PARADISE VILLAGE ON THE IMPERIAL RIVER HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W00000012291

We have received your document for PARADISE VILLAGE ON THE IMPERIAL RIVER HOMEOWNERS' 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):

The name of the entity must be identical throughout the document.

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: 300A00028375

RECEIVED
00 MAY 23 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 10 PM 1:57

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PARADISE VILLAGE HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W00000012291

We have received your document for PARADISE VILLAGE HOMEOWNERS' ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

Please include the exhibit(s) referred to in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 600A00026256

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 10 PM 1:57

**ARTICLES OF INCORPORATION
OF
PARADISE VILLAGE ON THE IMPERIAL RIVER
HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.0202 of the Florida Not For Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors as there being presently no members, hereby adopts the following Articles of Incorporation:

INCORPORATION

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not for profit corporation under the "Florida Not For Profit Corporation Act."

ARTICLE I

CORPORATE NAME & PRINCIPAL/MAILING ADDRESS

The name of the Corporation shall be **PARADISE VILLAGE ON THE IMPERIAL RIVER HOMEOWNERS' ASSOCIATION, INC.**, ("Association") and the principal/ mailing address shall be 9650 West Terry Street, Bonita Springs, Florida 34135.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

COMMENCEMENT OF CORPORATION EXISTENCE

The corporate existence of the Association shall commence at the time these original Articles of Incorporation were filed by the Department of State of the State of Florida.

ARTICLE IV

PURPOSES AND POWERS

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

- A. To own, operate, maintain, preserve or replace that certain parcel of real property situated in Lee County, Florida, known as "**PARADISE VILLAGE**" ("Community") and described in Exhibit "A" to the Declaration of Covenants ("Declaration") and the Common Areas located thereon and to provide architectural control over the parcels within the Community.

- B. To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association; and
- C. To own, dedicate, sell, convey or transfer all or any part of the Community and the Common Areas thereon 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, sale or transfer shall be effective without the consent of a majority of the Members to such dedication, sale or transfer, in writing or by vote at a duly called meeting of the Association, or without the prior written consent of Declarant (as identified in the Declaration) so long as Declarant owns at least one (1) parcel; and
- D. To establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and
- E. To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and
- F. To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security

- for money borrowed or debts incurred by the Association; and
- G. To annex additional real property to the Community pursuant to the terms and provisions of the Declaration; and
 - H. To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and
 - I. To grant easements on or through the Community or Common Areas or any portion thereof; and
 - J. To 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, as the same may be amended from time to time; and
 - K. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and
 - L. To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Members of the Association, including, but not limited to, trash removal and other utilities or services; and
 - M. To perform all of the obligations and duties delegated to the Association, as more fully set forth in the Declaration and the Bylaws;

- N. To purchase insurance for the Community, the Common Areas or any part thereof and insurance for the protection of the Association, its Officers, its Directors and Members; and
- O. To approve or disapprove the transfer, or ownership, of any parcel, as may be provided by the Declaration after the initial sale of a parcel by the Declarant; and
- P. To employ personnel to perform the services required for the proper operation of the Association.
- Q. To own, protect, repair and contract for services necessary to operate and maintain the Surface Water Management System, including all lakes, retention areas, culverts, related appurtenances and the Deed of Conservation Easement as more specifically described in Article XII hereof.
- R. To contract and sue or be sued with respect to the exercise or non-exercise of the its powers.

The foregoing clauses shall be construed both as purposes and power, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE V

BOARD OF DIRECTORS

- A. **NUMBER AND QUALIFICATIONS.** The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Until such time as the Declarant transfers control to the Association to the Members, Directors need not be Members of the Association nor an owner or resident of a parcel.
- B. **DUTIES AND POWERS.** All of the duties and powers of the Association existing under these Articles, the Declaration and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Members only when such approval is specifically required.
- C. **ELECTION; REMOVAL.** Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

TERM OF INITIAL DIRECTORS. The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office until their successors are elected as set forth in the Bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors, who shall hold office until their successors are elected as set forth in the Bylaws and have taken office as provided in the Bylaws, are as follows:

Anthony F. Delapa

66 Oak Street, Box 244
Westwood, MA 02090

Joseph A. Delapa

25 Rockland Street
W. Roxbury, MA 02132

Edward L. Olah

P.O. Box 551
Naples, FL 34106

ARTICLES VI

OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for the filling of vacancies and for the duties of the Officers. The

names and addresses of the Officers who shall serve until their successors are elected as set forth in the Bylaws are as follows:

President	<u>Anthony F. Delapa</u>	66 Oak Street, Box 244 Westwood, MA 02090
Vice President	<u>Joseph A. Delapa</u>	25 Rockland Street W. Roxbury, MA 02132
Secretary and Treasurer	<u>Edward L. Olah</u>	P.O. Box 551 Naples, FL 34106

ARTICLE VII

MEMBERSHIP

Every person or entity who is a record title owner of any parcel as described on EXHIBIT "B" to the Declaration shall be a Member of the Association. Any person or entity who holds an interest in any parcel merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a parcel and cannot be conveyed other than by conveyance of fee simple title to the parcel.

ARTICLE VIII

AMENDMENT

Amendments to these Articles shall be made in the following manner:

- A. PROPOSAL. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

- B. **ADOPTION.** The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. Except as set forth in paragraph C of this Article VIII, the approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.
- C. **LIMITATION.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article IV or Article XI of these Articles entitled "Purposes and Power" and "Indemnification, " respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on the parcels. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant or an affiliate of the Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph C, Article VIII shall be effective.

- D. **AMENDMENT BY DECLARANT.** The Declarant may amend these Articles consistent with the provisions of the Declaration or Bylaws allowing certain amendments to be effected solely by the Declarant.
- E. **RECORDING.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Lee County, Florida.

ARTICLE IX

BYLAWS

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

ARTICLE X

INCORPORATOR

The name and address of the incorporator of the Association is:

Joseph A. Delapa
25 Rockland St.
W. Roxbury, MA 02132

ARTICLE XI

INDEMNIFICATION

- A. **INDEMNITY.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened,

pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against expenses (including Court costs, attorneys' fees and appellate Court costs and attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith, or in a manner he/she reasonable believed to be in the best interests of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonable believed to be in the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- B. EXPENSES. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in

defense of any action, suit or proceeding referred to in Paragraph A of this Article XI, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including Court costs and attorneys' fees and appellate Court costs and attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

- C. **ADVANCED.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of a written notice of the undertaking by or on behalf of the affected director, officer, employee or agent and the affected director, officer, employee or agent shall not be obligated to repay such amount unless it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized in this Article XI.
- D. **MISCELLANEOUS.** The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.
- E. **INSURANCE.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is serving, at the

request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article XI.

- F. **AMENDMENT.** Notwithstanding anything herein to the contrary, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII

DEED OF CONSERVATION EASEMENT

Pursuant to Section 704.06, Florida Statutes, a perpetual Conservation Easement has been granted over a portion of the Community for the purpose of creating a conservation tract and maintenance buffer within the Community and which involves the preservation of certain wetland and/or upland systems within the Community. The terms and conditions of this perpetual Conservation Easement are more fully set forth in that certain Deed of Conservation Easement between Declarant and the South Florida Water Management District as recorded in the public records of Lee County, Florida.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved by a vote of eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) parcel, Declarant's written consent to the dissolution of the Association must first be obtained.

Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- A. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused, such property shall be granted, conveyed and assigned to a nonprofit corporation, Association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were acquired to be devoted by the Association.
- B. If not conveyed or dedicated to a governmental agency or utility, the Surface Water Management System shall be conveyed or dedicated to a similar not for profit organization so as to assure continued maintenance thereof.
- C. Any remaining assets shall be distributed among the Members subject to the limitations set forth herein, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with the Member's voting rights.

ARTICLE XIV

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

INITIAL REGISTERED OFFICE AND AGENT

00 MAY 10 PM 1:57

The street address of the initial registered office of the corporation is:

983 N. Collier Blvd.
Marco Island, FL 34145

and the name of the initial registered agent of the corporation at said address is:

Donald G. Childs

and who having been named to accept service of process for Paradise Village On The Imperial River Homeowners' Association, Inc, 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.

Donald G. Childs
Donald G. Childs, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15th day of May, 2000.

Joseph A. Delapa
Joseph A. Delapa, Incorporator-Declarant
25 Rockland St.
W. Roxbury, MA 02132

STATE OF MA
COUNTY OF W. Folk

Before me personally appeared JOSEPH A. DELAPA, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 15 day of May, 2000.

MARGO A. MURPHY
Notary Public

My commission expires:
11/6/2002

MARGO A. MURPHY
Printed Name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 10 PM 1:57

EXHIBIT "A"

PART OF LOT 6, BONITA FARMS, No. 1, AS RECORDED IN PLAT BOOK 3, PAGE 27, PUBLIC RECORDS OF LEE COUNTY, FLORIDA, BEING A SUBDIVISION OF SECTION 34, TOWNSHIP 47 SOUTH, RANGE 25 EAST, LEE COUNTY, FLORIDA, DESCRIBED AS FOLLOWS;

COMMENCING AT THE NORTHEAST CORNER OF THE AFORESAID SECTION 34; THENCE RUN N 81°42'56"W ALONG THE NORTH LINE OF SAID SECTION 34 FOR 1692.02 FEET TO THE NORTHEAST CORNER OF THE AFORESAID LOT 6; THENCE RUN SOUTH ALONG THE EAST LINE OF SAID LOT 6 FOR 50.52 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE SOUTH ALONG SAID EAST LINE OF LOT 6 FOR 1596.11 FEET; THENCE RUN S 70°57'28"W FOR 51.10 FEET TO A POINT ON THE BANK OF THE IMPERIAL RIVER; THENCE RUN S 58°08'58"W ALONG SAID BANK FOR 38.67 FEET; THENCE RUN S 71°12'16"W ALONG SAID BANK FOR 45.19 FEET; THENCE RUN S 78°47'50"W ALONG SAID BANK FOR 88.36 FEET; THENCE RUN S 83°42'05"W ALONG SAID BANK AND ITS PROLONGATION THEREOF FOR 116.85 FEET TO A POINT ON THE WEST LINE OF THE AFORESAID LOT 6; THENCE RUN NORTH ALONG SAID WEST LINE OF LOT 6 FOR 1750.58 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF TERRY STREET AS DEDICATED BY THIS PLAT; THENCE RUN S 81°42'56"E ALONG SAID RIGHT-OF-WAY LINE FOR 330.20 FEET TO THE POINT OF BEGINNING.

SAID TRACT CONTAINS 12.73 ACRES, MORE OR LESS EXCLUDING TERRY STREET RIGHT-OF-WAY.