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FILED  
00 JUN 12 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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June 8, 2000

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Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Our File No: 00102  
Incorporation of: WINK WATER MANAGEMENT PROPERTY OWNERS  
ASSOCIATION, INC.

Gentlemen:

Enclosed please find originally signed Articles of Incorporation of WINK WATER MANAGEMENT PROPERTY OWNERS ASSOCIATION, INC. together with a check in the amount of \$78.75 representing payment of the following fees:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy of Filing	\$ 8.75

Please forward a copy of the filed Articles of Incorporation to my attention. A self-addressed envelope is enclosed for your convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
Ellen R. Itzler

ERI/eu  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
WINK WATER MANAGEMENT PROPERTY OWNERS ASSOCIATION, INC  
A FLORIDA NON-PROFIT CORPORATION**

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by JEFFREY HALVORSEN, as sole incorporator, for the purposes set forth below.

**ARTICLE I**

The name of this corporation is Wink Water Management Property Owners Association, Inc., and the address of the principal office is c/o Halvorsen Holdings, 33 SE 4th Street, Suite 100, Boca Raton, Florida 33432.

**ARTICLE II**

The specific primary purposes for which this corporation is organized are to provide for maintenance, preservation and control of the Stormwater Facilities and related improvements within a certain tract of real property described as the Drainage Easement Area on Exhibit A and Exhibit A-1 to the Declaration for the benefit of the Owners of Benefited Lands as described in the Declaration.

In furtherance of such purposes, the corporation shall have the power to:

- (a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration Relating to the Use and Maintenance of Drainage Facilities (the "Declaration") to be recorded in the Public Records of Lee County, Florida.
- (b) Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.
- (c) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association.
- (d) Subject to the consent by vote of all Class A Members, borrow money, mortgage, pledge, convey by deed of trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (e) Dedicate, sell or transfer all or any part of the Drainage Easement Area or Stormwater Facilities to any municipality, public agency, authority or utility for

such purposes and subject to such conditions as may be agreed upon by the Association. No such dedication or transfer shall be effective unless all Class A Members consent to such dedication, sale or transfer.

(f) Contract, sue or be sued with respect to the exercise or non-exercise of its powers and duties to include, without limitation, the maintenance, management, and operation of the Drainage Easement Area and Stormwater Facilities ("Governed Property").

(g) With the consent of all of the Class A Members, adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Governed Property, which rules and regulations shall be consistent with the rights and duties established by the Declaration.

(h) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(i) Have and exercise any and all powers, rights and privileges granted to the Association pursuant to the Declaration, including without limitation, any and all powers necessary or desirable for the Association to discharge its duties and obligations under the Declaration.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any Member.

### **ARTICLE III**

Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel within the Benefited Lands or in the Governed Lands, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to assessment by the Association.

### **ARTICLE IV**

The period of duration of the Association shall be perpetual.

### **ARTICLE V**

The affairs of the corporation shall be managed by a Board of Directors who shall be elected in the manner as set forth in the Declaration and Bylaws, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary

**ARTICLE V**

The affairs of the corporation shall be managed by a Board of Directors who shall be elected in the manner as set forth in the Declaration and Bylaws, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Except as otherwise provided in the Declaration or the Bylaws, such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members. The Class A Members have the right to appoint the Board of Directors to the extent provided in the Declaration.

**ARTICLE VI**

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
Jeffrey T. Halvorsen	President
Jerry Anzy	Vice President
Jeffrey T. Halvorsen	Secretary/Treasurer

**ARTICLE VII**

The number of persons constituting the first Board of Directors of the Association shall be four (4) and thereafter the membership shall equal twice the number of Class A Members (but not more than six), and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name and Address</u>	<u>Name and Address</u>
Jeffrey T. Halvorsen 33 SE 4th Street, Suite 100 Boca Raton, FL 33432	Jack O. Tackett c/o Ezon, Inc. 1100 Fifth Avenue, Suite 401 Naples, FL 34102
Jerry Anzy c/o William A. Keyes, Esq. Stewart & Keyes 2125 First Street, P.O. Box 790 Fort Myers, FL 33902-0790	John T. Ruskai 2328 Hancock Bridge Parkway Suite 114 Cape Coral, FL 33990

**ARTICLE VIII**

The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of all Class A Members existing at the time of and present in person or by proxy or by telephone at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors and be in the form attached to the Declaration. Notwithstanding anything in the Governing Documents of the Association to the contrary and to the maximum extent required by law, it being the intention that the

any judgment (or other judicial process) or requiring the payment of money due to an event of any default or breach by such officer or director of its fiduciary responsibility or with respect to any of the terms, covenants and conditions of the Governing Documents, and no other assets of such officer or director or any principal thereof shall be subject to levy, execution or other procedures for the satisfaction of same.

#### **ARTICLE IX**

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of all Class A Members existing at the time of such meeting.

#### **ARTICLE X**

The members of the Association shall have the following voting interests:

(a) Class A Members, as defined in the Declaration, shall have one (1) vote each, together with the other rights of Class A Members described in the Declaration, these Articles and the Bylaws.

(b) Class B Members, as defined in the Declaration, shall have the limited right to vote on or consent to certain matters, as described in the Declaration.

(c) The Class C Members, as defined in the Declaration, do not have the right to directly vote on Association matters but do have certain rights to direct the vote of the Class A Member for their Represented Parcel, as set forth in the Declaration.

#### **ARTICLE XI**

On dissolution the assets of the Association shall be conveyed or dedicated to an appropriate public agency for use in carrying out the continued maintenance and operation of the Governed Property and other duties of the Association. If such conveyance and/or dedication is refused acceptance, such assets shall be granted, conveyed and dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the Governed Property and other duties of the Association.

#### **ARTICLE XII**

The street address of the corporation's initial registered office in the state of Florida is c/o Halvorsen Holdings, Inc., 33 SE 4th Street, Suite 100, Boca Raton, Florida 33432, and the name of its initial registered agent at such address is Jeffrey T. Halvorsen.

#### **ARTICLE XIII**

The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

**ARTICLE XIV**

Each Director and officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself), all to the maximum extent allowed by law and in accordance with Chapters 607 and 617, Florida Statutes. In addition to the maximum extent allowed by laws, no officer or director shall be personally liable for any action whatsoever taken by him as an officer or director of the Association, and any such claim against such officer or director may only be satisfied out of and to the extent of the equity interest in any Benefited Lands owned by the Class A Member who designated any such director or with whom any such officer is employed or otherwise affiliated.

**ARTICLE XV**

Capitalized terms used herein shall have the same meanings as are given to them in the Declaration, unless the context clearly indicates otherwise. The Declaration contains various provisions concerning the Association which, in any given instance, may vary from these Articles of Incorporation. In all cases, any conflicting provisions of the Declaration control over the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of May, 2000.

Witnesses:

*Cheryl Burden*  
Print Name: Cheryl Burden

*Thomas W. Vincent*  
Print Name: Thomas W. Vincent

Sole Incorporator:

*Jeffrey Hauvorse*  
Print Name: Jeffrey Hauvorse

(Notary language on following page)

\*\*\*\*\*

STATE OF FLORIDA  
COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of May, 2000, by Jeffrey Halvorsen, as sole incorporate of these Articles of Incorporation. He is personally known to me or produced \_\_\_\_\_ (type of ID) as identification.

Cheryl Burden  
Print Name: \_\_\_\_\_  
Notary Public-State of Florida

Serial No. Cheryl Burden

My Commission Expires: \_\_\_\_\_



(SEAL)

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ACCEPTANCE BY REGISTERED AGENT

I, Jeffrey T. Halvorsen, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.

Registered Agent:

Jeffrey T. Halvorsen

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