



TERRENCE F. LENICK, P.A.
PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

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No 10000000414

December 13, 2000

FILED
01 JAN 17 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Calusa Cove Property Owners Association, Inc.; a Not for Profit Corporation.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the sum of \$78.75 which represents the fee to file the same. Please file the Articles and return one stamped copy to me at the above-address. I have enclosed a stamped envelope for that purpose

Thank you for your assistance in this matter.

Respectfully,

Terrence F. Lenick

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Encs.

c: Mr. and Mrs. Edward Keohane

D. BROWN JAN 19 2001

**ARTICLES OF INCORPORATION
OF
CALUSA COVE PROPERTY OWNERS ASSOCIATION, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is CALUSA COVE PROPERTY OWNERS ASSOCIATION, INC., whose address shall initially be at 19200 San Carlos Blvd., Fort Myers Beach, Florida 33931. For convenience, the corporation shall be referred to in this instrument as Association.

**ARTICLE II
PURPOSE**

This corporation is organized to establish an association of the owners of individual parcels within that certain property hereinafter referred to as CALUSA COVE, and located in Lee County, Florida and more particularly described as CALUSA COVE, aka Shady Acres Mobile Home Subdivision, as recorded in Plat Book 33, Pages 96 through 99, Lee County, Florida, and the owners of any other property that shall become subject to the rights, obligations and privileges of membership in this Association.

This Association shall have the following specific purposes:

- 1) To provide for the maintenance of all common areas and common structures as may be placed under the jurisdiction of this Association;
- 2) To promote the health, safety, and welfare of the residents of CALUSA COVE or any other residential community subject to the jurisdiction of the Association;
- 3) To enforce the provisions of any of the declarations, covenants and restrictions which the Association has the responsibility to enforce.

The purpose of this Association does not and will not include nor permit pecuniary gain or profit nor distribution of its income to its members, officers, or directors.

ARTICLE III POWERS

The Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida. These rights and powers shall be consistent with these Articles and the Declaration of Protective Covenants, Conditions and Restrictions for CALUSA COVE, hereinafter referred to as the Declaration. This corporation shall also have all of the powers and authority reasonably necessary and appropriate to the operation and regulation of a residential community subject to the Declaration, as it may be amended from time to time, including, but not limited to, the following powers:

- a. To exercise all the powers and provisions and to perform all the duties and obligations of the Association as defined in the Declaration.
- b. To fix, levy, collect and enforce payment by any lawful means, all charges, assessments and assessment liens pursuant to the terms of the Declaration.
- c. To pay all office and other expenses incident to the conduct of the business of the Association, including the payment of all licenses, taxes, or government charges levied or imposed against the property of the Association.
- d. To enforce any and all covenants conditions, restrictions, and agreements pertaining to the residential community known as CALUSA COVE.
- e. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, grant easements over or otherwise dispose of real or personal property in connection with the affairs of the Association, including the power to negotiate for, acquire and operate all or portions of a manufactured/modular home development and, if desired and feasible, to covert such development to a condominium, cooperative or other form of ownership.
- f. To borrow money, and to mortgage, pledge, deed in trust, or hypothecate and/or all of its real or personal property as security for money borrowed or debts incurred.
- g. To dedicate, sell, or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.
- h. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purpose or to annex additional residential property and common area.
- i. Subject always to the Declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV MEMBERS

Every person or entity who is a record owner of a fee simple, or of a fractional undivided fee simple interest in any CALUSA COVE UNIT (Home Site) as defined by the Declaration of Covenants, Conditions and Restrictions for CALUSA COVE as recorded or to be recorded in the Public Records of Lee County, Florida, shall be a member of this corporation. The foregoing is not intended to include persons or entities that hold any interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any CALUSA COVE UNIT. All membership rights and duties shall be subject to and controlled by the aforesaid Declaration.

ARTICLE V VOTING RIGHTS

The voting rights of the members shall be as established and set forth in the Bylaws of the Association.

ARTICLE VI BOARD OF DIRECTORS

A Board of Directors, who need not be members of this Association, shall manage the affairs of this Association. The initial Board shall consist of three directors. the number of directors may be increased by the Bylaws of this Association, but shall never be less than three Directors. the names and addresses of the persons who are to act in the capacity of Directors until the appointment or election of their successors are:

NAMES	ADDRESSES
EDWARD L. KEOHANE	19200 San Carlos Blvd. Fort Myers Beach, FL 33931
KARLENE A. CORDERO	19200 San Carlos Blvd. Fort Myers Beach, FL 33931
MARIE E. KEOHANE	19200 San Carlos Blvd. Fort Myers Beach, FL 33931

For so long as the Developer owns one (1) residential unit (Home Site) within CALUSA COVE prior to December 31, 2010, the Developer shall be entitled to appoint all of the members of the Board of Directors. Within thirty (30) days after the Developer has conveyed all residential units within CALUSA COVE, or December 31, 2010, whichever first occurs, all Directors appointed by the Developer except one shall submit their resignations with such resignations to be effective at the time of the election of their successors. Thereafter, all Directors except one shall be elected by a majority of the voting interests of the Association at a meeting called for that purpose.

Except as otherwise provided in these Articles of incorporation, the members may, by

Bylaws, fix the term of office for all Directors. However, unless contrary provisions are made by Bylaws, each Director's term of office shall be for one year, but all Directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of this Association an election of Board members. However, Directors, if re-elected, may serve successive annual terms without limitation.

A majority of the directors shall constitute a quorum at any meeting of the Board of Directors. Except as herein otherwise specified, the decision of a majority of the directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Association. Each Director shall be entitled to one vote on every matter presented to the Board of Directors.

Any meeting of the members or of the Board of Directors of the Association may be held within or without the State of Florida.

ARTICLE VII OFFICERS

The officers designated in the Bylaws shall administer the affairs of this Association. 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 of Directors. the names and addresses of the officers who shall serve until the Board of Directors designs their successors are as follows:

PRESIDENT:	EDWARD L. KEOHANE 19200 San Carlos Blvd. Fort Myers Beach, FL 33931
VICE PRESIDENT:	KARLENE A. CORDERO 19200 San Carlos Blvd. Fort Myers Beach, FL 33931
SECRETARY - TREASURER	MARIE E. KEOHANE 19200 San Carlos Blvd. Fort Myers Beach, FL 33931

ARTICLE VIII DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting interests of the members. Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE IX BYLAWS

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

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted by a majority of the voting interests of the members voting on the amendment provided the following conditions are met:

- a. A Notice of the proposed amendment is included in the notice of the members' meeting, which considers the amendment. The meeting may be the annual meeting or a special meeting.
- b. There is a quorum of the voting interests of the members present at the meeting, either in person or by proxy.
- c. There is an affirmative vote of a majority of the voting interest present at the meeting, either in person or by proxy, in favor of adopting of the amendment.

ARTICLE XI SUBSCRIBERS

The names and residence addresses of the subscribers of these Articles of Incorporation are as follows:

NAMES	ADDRESSES
EDWARD L. KEOHANE	19200 San Carlos Blvd. Fort Myers Beach, FL 33931
KARLENE A. CORDERO	19200 San Carlos Blvd. Fort Myers Beach, FL 33931
MARIE E. KEOHANE	19200 San Carlos Blvd. Fort Myers Beach, FL 33931

ARTICLE XII
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII
REGISTERED AGENT

The address of the Association's initial registered office is:
19200 San Carlos Blvd.
Fort Myers Beach, FL 33931

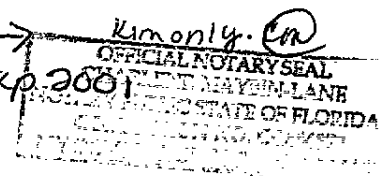
The name of this Association's initial registered agent at the above address is:
MARIE E. KEOHANE

ARTICLE XV
TERM

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation on this 22nd day of November, 2000

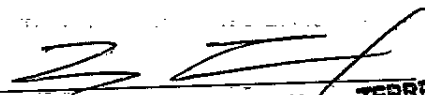
<u>Edward L. Keohane</u>	EDWARD L. KEOHANE
<u>Kimberly J. Keohane</u>	KIMBERLY J. KEOHANE
<u>Marie E. Keohane</u>	MARIE E. KEOHANE



STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appear Edward L. Keohane, and Marie E. Keohane, the foregoing incorporators, and upon being sworn stated that they signed and executed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Fort Myers, Florida, on this the 22nd day of November, 2000.

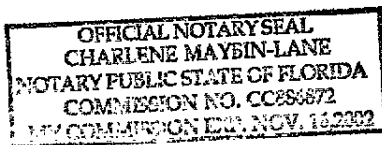

Notary Public
State of Florida
My Commission Expires

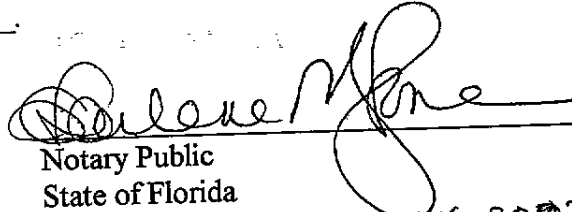


STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appear Kimberly J. Keohane, the foregoing incorporator, and upon being sworn stated that she has signed and executed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Fort Myers, Florida, on this the 22nd day of November, 2000.





Notary Public
State of Florida
My Commission Expires

Nov 16 2002

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of this above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



MARIE E. KEOHANE

Registered Agent

19200 San Carlos Blvd.

Fort Myers Beach, FL 33931

FILED
01 JAN 17 AM 10:30
CLERK OF STATE
TALLAHASSEE, FLORIDA