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LEIGH M. FISHER

January 23, 2001

*NO 1000000529*

Reply to:  
P.O. Drawer 101465  
Cape Coral, FL 33910

1505 S.E. 40th Street  
Cape Coral, FL 33904  
(4000 Del Prado Building)

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

01 JAN 24 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AFTER FILED

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-01/24/01--01032-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Villages of Pine Island  
Property Owner's Association, Inc.  
Our File No.: 2KF-063

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation for the above not-for-profit corporation. I have also included our check in the amount of \$122.50 to cover the following fees:

Filing Fee	\$	<del>35.00</del> <sup>70.00</sup>
Registered Agent Designation		<del>35.00</del> <sup>78.75</sup>
Certified Copy		<del>52.50</del> <sup>8.75</sup>
<b>TOTAL FEE</b>	<b>\$</b>	<b>122.50</b>

RECEIVED  
01 JAN 24 AM 10:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Thank you for the return of your certified copy.

Respectfully,



Leigh M. Fisher  
LMF:abh

Enclosures

*1-24-01  
mw*

ARTICLES OF INCORPORATION  
OF  
VILLAGES OF PINE ISLAND PROPERTY OWNER'S ASSOCIATION, INC.  
A FLORIDA NON-PROFIT CORPORATION  
PREAMBLE

APPROVED  
AND  
FILED  
01 JAN 24 04 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HILTON PINE ISLAND LIMITED PARTNERSHIP, a Florida Limited Partnership, Robert Lindahl, Trustee of the F.B.L. Land Trust and Frank Valcarcel, own certain property in Lee County, Florida, which property is subject to a Declaration of Covenants, Easements and Restrictions of which these Articles form a part. This Association is being formed to administer the Declaration and to perform, among other things, the duties and exercise the powers pursuant to the Declaration. All of the definitions contained in the Declaration and the Bylaws shall apply to these Articles.

ARTICLE I

Name and Principal Office

The name of the corporation is Villages of Pine Island Property Owner's Association, Inc., a Florida non-profit corporation (hereinafter referred to as the "Association"); and the street address of the initial principal office of the Association is 1505 S.E. 40<sup>th</sup> Street, Suite B, Cape Coral, Florida 33904.

ARTICLE 11

Purpose

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapters 617 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the Declaration of Covenants, Easements and Restriction for The Villages of Pine Island as the same may be amended from time to time.

## ARTICLE III

### Powers

The Association shall have the following powers:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.
2. To enter into, make, establish and enforce, rules, regulations, bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.
3. To make and collect Assessments against members of the Association to defray the costs, expenses, and losses incurred or to be incurred by the Association; and to use the proceeds thereof in the exercise of the Association's powers and duties; and to enforce such levy of assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.
4. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property, for such purposes as the Association may determine.
5. To hold funds for the exclusive benefit of the members of the Association as set forth in these Articles and as provided in the Declaration and the Bylaws.
6. To purchase insurance for the protection of the Association, its property, officers, directors and members, and such other parties as the Association may determine to be in the best interests of the Association.
7. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties, including operation and maintenance of the stormwater system and common property.
8. To sue and be sued.
9. To operate and maintain the Stormwater Management System, if necessary or appropriate, as permitted by the South Florida Water Management District, including, but not limited to, all lakes, retention areas, culverts and related appurtenances.
10. To operate and maintain the roadways, easements, water, sewer, and other utilities contained within the development.
11. All other powers necessary to effectuate the purposes for which the Association is organized.

## ARTICLE IV

### Members

1. Members. The owner of any parcel in The Villages of Pine Island shall be a member of the Association. Such membership shall be initially established upon the recording of these Articles and the Declaration among the Public Records of the county in which the Subject Property is located. Membership shall be appurtenant to and may not be separated from the ownership of a parcel which is subject to assessment by the association.

2. Transfer of Membership. Transfer of membership in the Association shall be established by the recording in the Public Records of Lee County, Florida, of a deed or other instrument establishing a transfer of record title to any parcel or part thereof for which membership has already been established as hereinabove provided.

3. Voting Rights. The voting rights of members are as set forth in the Bylaws of the Association.

## ARTICLE V

### Directors

1. The affairs of the Association shall be managed by a Board consisting of not less than three (3) directors.

2. The directors of the Association shall be elected by the members in accordance with the Bylaws.

3. All of the duties and powers of the Association existing under the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

4. The names and addresses of the persons who are to act in the capacity of Directors until their successors are selected shall be:

Daniel Greene  
931 Cape Coral Parkway  
Cape Coral, FL 33904

Robert Lindahl  
c/o Leigh M. Fisher, Esq.  
1505 S.E. 40<sup>th</sup> Street, Suite B  
Cape Coral, FL 33904

Frank Valcarcel  
4370 Woodstock Road  
St. James City, FL 33956

5. The Directors of the Association shall be elected as set forth in the Bylaws.

## ARTICLE VI

### Officers

The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for the filling vacancies, and for the duties of the officers.

## ARTICLE VII

### Indemnification

1. 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 such person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if such person had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he did not reasonably believe to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that his conduct was unlawful.

2. 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 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and

appellate attorneys' fees) actually and reasonably incurred by such person in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article.

4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, 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, executors and administrators of such person.

5. 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 or was 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 and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## ARTICLE VIII

### Amendments

Amendments to these Articles shall require approval of not less than two thirds (2/3rds) of the total voting interest of the Association. No amendment shall be effective which contravenes the duties, responsibilities or obligations of the Association as provided in the Declaration.

## ARTICLE IX

### Term

The Association shall commence on the filing of these Articles and shall have perpetual existence, unless sooner terminated as set forth in the Declaration.

If this corporation shall ever be dissolved, the property owned by this corporation consisting of the Surface Water Management System, utilities, if any, roadways, streets, and rights of way therefore shall be conveyed to an appropriate agency of local government and if not accepted by it, dedicated to a similar non-

profit corporation to which all assets of any kind whatsoever will be transferred. No distributions of cash or other assets will be made to the members, officers or directors of this corporation if dissolution occurs.

#### ARTICLE X

##### Incorporator

The name and street address of the Incorporator is:

Daniel Greene  
931 Cape Coral Parkway  
Cape Coral, Florida 33904

#### ARTICLE XI

##### Initial registered Office Address and Name of Initial Registered Agent

The street address of the initial registered office of the Association is 1505 S.E. 40<sup>th</sup> Street, Suite "B", Cape Coral, Florida 33904. The initial registered agent of the Association at that address is Leigh M. Fisher.

THIS PORTION INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 23<sup>rd</sup> day of January, 2001.

WITNESSES:

*[Signature]*

*[Signature]*

Daniel Greene

Leigh M. Fisher  
Print Name

*[Signature]*

ANTOINETTE B. HITCHENS  
Print Name

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

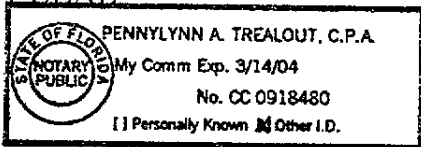
01 JAN 24 AM 11:02

APPROVED  
AND  
FILED

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of January, 2001, by Daniel Greene. He is personally known to me.

NOTARY SEAL



*[Signature]*, CPA  
Notary Public Signature

Pennylynn A. Trealout, CPA  
Printed Notary Public Name

Commission Expiration:

I hereby acknowledge and accept appointment as registered agent for this corporation, The Villages of Pine Island Property Owner's Association, Inc.

DATED 1/23/, 2001.

Mailing Address:

Street Address:

*[Signature]*  
Leigh M. Fisher, Registered Agent  
P.O. Drawer 101465  
Cape Coral, FL 33910  
1505 S.E. 40<sup>TH</sup> Street, Suite B  
Cape Coral, FL 33904