

**No 1000002150**

**GARLICK, STETLER & PEEPLES LLP**  
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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Via Airborne Express

March 21, 2001

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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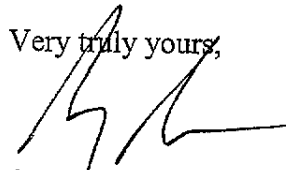
Re: Rookery Pointe Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the certified copy to me at your earliest convenience. Our client's check in the amount of \$78.75 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,



C. Perry Peeples

CPP/  
Enclosures

**FILED**  
01 MAR 22 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten initials and date: 04/3/28*

ARTICLES OF INCORPORATION

ROOKERY POINTE HOMEOWNERS' ASSOCIATION, INC.  
(A Corporation, Not-for-Profit)

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create a corporation for the purpose and with the powers herein mentioned.

FILED  
MAR 22 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of the corporation, herein called the "Association," is Rookery Pointe Homeowners' Association, Inc., and its address is 24860 Burnt Pine Drive, Bonita Springs, Florida 34134.

ARTICLE II

PURPOSE AND POWERS

2.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate Rookery Pointe, a residential neighborhood located in Lee County, Florida.

2.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation, not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Rookery Pointe (the "Declaration"), or the By-Laws of this Association, or any other restrictions of Rookery Pointe, and it shall have all the powers and duties reasonably necessary to operate Rookery Pointe pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

A. To levy and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;

B. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without, limitation, entry medians, parking areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the South Florida Water Management District or any other governmental agency;

C. To purchase insurance upon the Common Areas for the protection of the Association and its members;

D. To reconstruct improvements after casualty and to make further capital improvements or additions to the Properties;

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

G. To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

I. To borrow or raise money for any proposes of the Association, 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 or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association; and

J. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

### ARTICLE III

#### MEMBERSHIP

3.1 Qualification. The Members of the Association shall consist of all Owners of Lots or Units in the Properties as defined in the Declaration, and as further provided in the By-Laws.

3.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.

3.3 Assignment of Membership Rights. 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 fee simple interest in a Lot or Unit.

3.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV

TERM

- 4.1 Term. The term of the Association shall be perpetual.
- 4.2 Dissolution. In the event of dissolution, any portions of the Properties consisting of the surface water management system shall be conveyed to an appropriate agency or government. If not accepted, the system must be deeded to a Florida corporation, not-for-profit, that will accept responsibility.

ARTICLE V

BY-LAWS

- 5.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS

- 6.1 Procedure. Amendments to these Articles shall be proposed and adopted in the following manner:

A. Until election of a majority of the Board by Members other than the Developer, the Developer shall have the unilateral right to amend these Articles.

B. After election of a majority of the Board by Members other than the Developer, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by voting members representing at least thirty percent (30%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the members no later than the next annual meeting for which proper notice can be given.

C. After election of a majority of the Board by Members other than the Developer, these Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the Members present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

D. Any proposed amendment to these Articles, which would affect the surface water management system (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

E. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

## ARTICLE VII

### DIRECTORS AND OFFICERS

7.1 Appointment by Developer. All directors shall be appointed by the Developer until turnover of control of the Association to members other than the Developer.

7.2 Initial Board. The names and addresses of the initial Board of Directors are:

Glenn Ramseyer  
24860 Burnt Pine Drive  
Bonita Springs, Florida 34134

Paula Davis  
24860 Burnt Pine Drive  
Bonita Springs, Florida 34134

June Mueller  
24860 Burnt Pine Drive  
Bonita Springs, Florida 34134

7.3 Election by Owners. Upon turnover of control of the Association to members other than the Developer, all directors shall be elected by the Owners in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.4 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

7.5 Election of Officers. The business of the Association shall be conducted by the officers designated in the By-Laws. 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 VIII

### INDEMNIFICATION

8.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and 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 proceedings) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing 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 interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or Officer has no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or officer derived an improper personal benefit.

8.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or officer may be entitled.

#### ARTICLE IX

##### PRINCIPAL OFFICE

9.1 Address. The principal office of the Association shall be located at 24860 Burnt Pine Drive, Bonita Springs, Florida 34134. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

#### ARTICLE X

##### SUBSCRIBER

10.1 Name. The name of the subscriber to these Articles of Incorporation is as follows:

Paula Davis

10.2 Address. The address of the subscriber to these Articles of Incorporation is as follows:

24860 Burnt Pine Drive  
Bonita Springs, Florida 34134

#### ARTICLE XI

##### REGISTERED AGENT

11.1 Initial Registered Agent. The initial registered agent of the Association is C. Perry Peeples, and the street address of the initial registered office of the Association is 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal this 16<sup>th</sup> day of MARCH, 2001.

**SUBSCRIBER:**

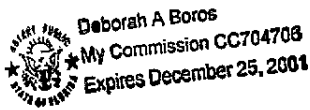
*Paula Davis*  
Paula Davis

STATE OF FLORIDA  
COUNTY OF Lee

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 2001, by Paula Davis, who is personally known to me or produced as identification.

**FILED**  
01 MAR 22 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Seal)



*Deborah A. Boros*  
Notary Public  
Printed Name: DEBORAH A. BOROS  
My Commission Expires: 12/25/2001

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*C. Perry Peoples*  
C. Perry Peoples

Dated: 3/21/01