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FLORIDA NON-PROFIT CORPORATION

HABITAT LANDING HOMEOWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
HABITAT LANDING HOMEOWNERS ASSOCIATION, INC.

I. NAME

The name of this corporation shall be HABITAT LANDING HOMEOWNERS ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

II. PURPOSES

The general nature, objects and purposes of the Association are as follows:

- A. To promote the health, safety and social welfare of the Owners of Property within that area referred to as the "Development" in the Declaration of Covenants, Conditions, Restrictions, Easements, Charges, and Liens for Habitat Landing ("the Declaration"), to be recorded in the Public Records of Monroe County, Florida.
- B. To own and maintain, repair and replace the general and/or Common Areas and other improvements in and/or benefiting the Development for which the obligation to maintain and repair has been delegated and accepted.
- C. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, Buildings, structures, and other improvements, easements and appurtenances thereto, and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association as the Board of Directors, in its reasonable discretion determines necessary, appropriate and/or convenient.
- D. To operate without profit for the sole and exclusive benefit of its members.
- E. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions.

III. GENERAL POWERS

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit and protection of the current and future members of the Association.
- B. To promulgate and enforce rules, regulations, By—Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, or other entity; to do any and all acts deemed necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation (the "Articles"), as amended, and not forbidden by the laws of the State of Florida.
- E. To fix assessments to be levied against Property to defray expenses and the cost of effectuating the

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objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

- F. To charge recipients for services rendered by the Association and the user for use of Association Property when such is deemed appropriate by the Board of Directors of the Association.
- G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

IV. MEMBERS

- A. The members shall consist of the Dwelling Unit Owners in the Development, the property comprising the Development being described in the Declaration, and all such Property Owners shall be members of the Association according to the requirements and limitations set forth in the Declaration.
- B. "Declarant," "Owner," "Dwelling Unit," and any other defined terms used herein, and elsewhere in the Articles, are used with the definition given those terms in the aforesaid Declaration.
- C. The Development consists of that certain real property situated in Monroe County, Florida described as follows:

All of Block 1, PALM VILLA, according to the plat thereof as recorded in Plat Book 1, Page 89 of the Public Records of Monroe County, Florida, subject to restrictions as contained in Monroe County Comprehensive Land Authority Resolution Number 02-2001 and recorded at Book 1690, Pages 379-80 of the Public Records of Monroe County, Florida.

The premises above being known as HABITAT LANDING or, simply, the Development.

V. VOTING AND ASSESSMENTS

- A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Dwelling Unit or Lot in which (s)he holds the interest required for membership. When one or more persons holds such interest or interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, and shall be governed as set forth in the Declaration, but in no event shall more than one vote be cast with respect to any Dwelling Unit or Lot. Except where otherwise required under the provisions of these Articles, the Declaration or one or more By Laws, the affirmative vote of the Owners of a majority of the Dwelling Units and Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.
- B. The Declarant shall have the right to appoint or replace a majority of the Board of Directors so long as it owns at least one (1) Lot or Dwelling Unit.
- C. The Association will obtain funds with which to operate by assessing its members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and the By-Laws of the Association, as amended.

VI. BOARD OF DIRECTORS

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- A. The affairs of the Association shall be managed by a Board of Directors and consisting of three (3) Directors. So long as the Declarant shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association and residents of the Development. Elections shall be by plurality vote. At the first annual election to the Board of Directors the term of office of the elected Director receiving (i) the highest plurality of votes shall be established at three (3) years, (ii) the second highest plurality of votes shall be established at two (2) years, and (iii) the third highest at one (1) year, with determination by coin toss in the event of a tie. Thereafter, as many directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the director so elected or appointed at each annual election shall be for three (3) years expiring at the third annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by affirmative vote of a majority of the members of the Association. Vacancies on the Board for which there remains a portion of an unexpired term shall be filled according to the procedures set forth in these Articles or in the By-Laws. For any year during which Declarant shall have appointed Directors as of right, the foregoing procedure shall be applied but only to as many vacancies as the members are entitled to fill by election.
- B. The names of the members of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Director (Chairman)	Brian Morgan
Director (Vice Chairman)	Jim Smith
Director	Roberta Loudenslager

VII. OFFICERS

- A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Directors may serve as officers and the President shall be a director. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the members and until their successors are duly elected and qualified are:

President	Roberta Loudenslager
Vice President	Brian Morgan
Treasurer	Jim Smith
Secretary	Mary Hensel

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles, as amended, and may alter, amend or rescind one or more By-Laws in the manner provided in the By-Laws or the Articles.

X. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by an affirmative vote of not less than two-thirds (2/3) of the members of the Association or by a majority vote of the Board of Directors during the period during which the Declarant has a right to appoint the majority of directors. No amendment, alteration or repeal

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shall limit or diminish any right of the Declarant, its successors or assigns, or of any Institutional Mortgagee without the express written consent of such party.

XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby agrees to indemnify any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative board before such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way, the powers of the Association to indemnify under applicable law.

XII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

- A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract, or transaction, or solely because his or their votes are counted for such purpose. No

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Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

- B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIII. REGISTERED AGENT

The initial registered agent shall be Jerry Coleman, Esq., whose address is 201 Front Street, Suite 203, Key West, Florida 33040-8347.

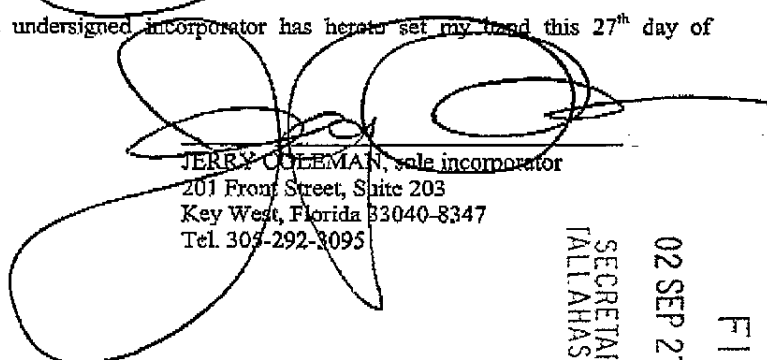
ACKNOWLEDGEMENT AND ACCEPTANCE BY REGISTERED AGENT:

I am familiar with and hereby accept the duties and responsibilities as Registered Agent.



JERRY COLEMAN, Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set my hand this 27th day of September 2002.



JERRY COLEMAN, sole incorporator
201 Front Street, Suite 203
Key West, Florida 33040-8347
Tel. 305-292-3095

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