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Div. Corporations

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FLORIDA NON-PROFIT CORPORATION

PARADISE WOODS ASSOCIATION OF HOMEOWNERS, INC.

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ARTICLES OF INCORPORATION
OF
PARADISE WOODS ASSOCIATION OF HOMEOWNERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes and certifies as follows:

ARTICLE I
CORPORATE NAME

The name of the corporation is Paradise Woods Association of Homeowners, Inc. hereinafter called the "Association".

ARTICLE II
ADDRESS

The initial mailing address of the Association shall be PO Box 366879, Bonita Springs, FL 34136. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to The Florida Homeowners' Association Act for the operation of The Paradise Woods Association of Homeowners located in Lee County, Florida.

Capitalized terms shall have the same meaning as set forth in the Declaration of Covenants, Easements and Restrictions for Paradise Woods, unless the context requires otherwise.

The Association is organized and shall exist on a non-stock basis as a corporation not-for-profit 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 the common laws and statutory powers and duties of a not-for-profit corporation under the laws of the State of Florida, including but not limited to the following:

- A. To make and collect Assessments from 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 maintain, repair, replace and operate the Association Property.
- C. To purchase insurance upon the Association Property for the protection of the Association and its members.

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- D. To reconstruct improvements after casualty and to make further improvements of the Association Property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements and the operation of the Association.
- F. To enforce the provisions of the Homeowners' Association Act, the Declaration, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- G. To contract for the management of the Association and maintenance of the Association concerns and property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required 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 operation of the Association.
- I. To operate and maintain the surface water management system and facilities as permitted by the South Florida Water Management District including all lakes, retention/detention areas, culverts, and related appurtenances.
- J. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration of Covenants, Easements and Restrictions for Paradise Woods (hereinafter the "Declaration"), these Articles of Incorporation and the Bylaws.

ARTICLE IV MEMBERSHIP

- A. *Membership Generally:* The members of the Association shall be the Declarant and all Owners as such terms are defined in the Declaration.
- B. *Class A Membership:* Until termination of the Class B membership in accordance with these Articles of Incorporation, the By-laws and the Declaration, every owner, except the Declarant, shall be a Class A Member of the Association.
- C. *Class B Membership:* Until Turnover, as hereinafter provided, the Declarant shall be the Class B Member of the Association and shall be entitled to appoint all of the Directors of the Association.

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ARTICLE V VOTING RIGHTS

- A. Class A Voting: All class A Members shall be entitled to one (1) vote for each Lot owned. If more than one (1) person holds record title to a Lot, there shall be only one vote cast with respect to such Lot, exercised as the record owners determine among themselves.
- B. Class B Voting: The Class B Members shall be entitled to one (1) vote for each Lot it owns. In addition, until such time as the Class B Membership is converted to Class A Membership, the Class B Member shall have a right of veto on all questions coming before the membership for a vote thereon.

ARTICLE VI TURNOVER

The Class B Membership shall terminate and be converted to a Class A Membership within three (3) months after 90 percent of the Lots have been conveyed to Members other than Declarant. For purposes of Turnover and in accordance with Section 720.307, Florida Statutes, the term "Members other than Declarant" shall not include builders, contractors or others who purchase a Lot(s) for the purpose of constructing improvements thereon for resale. Any other provision of these Articles, the Bylaws or the Declaration notwithstanding Declarant shall be entitled to elect at least one (1) member of the Board of Directors of the Association as long as Declarant holds for sale in the ordinary course of business at least 5 percent of the Lots.

ARTICLE VII TERM

The term of the Association shall be perpetual; provided, however, if the Association is ever dissolved, the property consisting of and comprising the surface water management system shall be conveyed to an appropriate agency of local government. If no agency of local government will accept the surface water management system, the said system shall be dedicated to a non-profit corporation similar to the Association.

ARTICLE VIII BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE IX AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

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- A. Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of the owners of one-fifth (1/5) of the Lots by instrument, in writing, signed by them.
- B. Procedure. Upon any amendment(s) to these Articles being proposed by said Board or Lot Owners, such proposed amendment(s) shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.
- C. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the Voting Interests at any annual or special meeting, or by approval in writing of a majority of the Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.
- D. Effective Date. 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 X DIRECTORS AND OFFICERS

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors established in the Bylaws, but not less than three (3) Directors and in the absence of such provision the Board shall consist of three (3) Directors.
- B. Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. 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 XI INITIAL OFFICERS AND DIRECTORS

The initial Officers and Directors of the Association shall be:

Roy Evans	President/Director
Ronald C. Dillon	Vice President/Director
Rodney Welty	Secretary/Treasurer/Director

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**ARTICLE XII
INITIAL PRINCIPAL OFFICE
AND REGISTERED AGENT AND OFFICE**

The initial principal office of the Association shall be at: PO Box 366879, Bonita Springs, FL 34136.

The initial registered agent and registered office shall be: Ronald C. Dillon at 24880 Burnt Pine Dr. Suite #8 Bonita Springs, FL 34134.

**ARTICLE XIII
INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every 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 proceeding) 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 interests of the Association, in a proceeding by or in right of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or Officer had 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.
- D. Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 19th day of June, 2003.


Ronald C. Dillon, Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing Articles of Incorporation was acknowledged before me this 19th day of June, 2003, by Ronald C. Dillon, as Incorporator and is personally known to me and did take an oath.



Joanna D. Boze
MY COMMISSION # 00378718 EXPIRES
October 31, 2004
BONDED THROUGH TOWN INSURANCE, INC.

Joanna D. Boze
Notary Public, State of Florida

Print name: JOANNA D. BOZE

My Commission Expires: 10-31-2004

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for PARADISE WOODS ASSOCIATION OF HOMEOWNERS, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Initial Registered Agent

Dated: June 19, 2003

By: *Ronald C. Dillon*

Ronald C. Dillon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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