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FLORIDA NON-PROFIT CORPORATION

SHOREHAVEN ESTATES LOCK MAINTENANCE ASSOCIATION, INC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 20, 2004

HENDERSON FRANKLIN STARNES & HOLT, P.A.

SUBJECT: SHOREHAVEN ESTATES LOCK MAINTENANCE ASSOCIATION, INC.
REF: W04000031798

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
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Exhibit "C"

**ARTICLES OF INCORPORATION FOR
SHOREHAVEN ESTATES LOCK MAINTENANCE ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

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

Article 1. Name. The name of the Corporation is Shorehaven Estates Lock Maintenance Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 3645 Bonita Beach Rd., Suite 3, Bonita Springs, FL 34134.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions for Shorehaven Estates Lock Maintenance Association, Inc. recorded or to be recorded by Four Mile Cove, Ltd., in the Official Records of Lee County, Florida, as the same may be amended from time to time ("Declaration").

Article 4. Purposes. The purposes for which the Association is organized are:

A. To be the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws"), and as provided by law; and

B. To provide an entity for the furtherance of the interests of the owners boat slips and real property subject to the Declaration.

Article 5. Powers. The powers of the Association include and the Association is governed by the following provisions:

A. The Association has all of the powers conferred upon a not for profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Units;

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(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association, pursuant to the Declaration, other covenants, easements or contracts, has a right or duty to provide such services;

(iii) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting the Properties to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of boat slip and real property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) to enter into, perform, or enforce contracts of every kind and description, and to do all other acts necessary or advisable in carrying out any purpose of the Association, with or in conjunction with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, amend and repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

(x) to provide any and all supplemental services to the real property subject to the Declaration as the Board may determine necessary or proper; and

(xi) to sue and be sued.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

B. The Association shall not distribute income to its members, directors, or officers.

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Article 6. Members.

A. Eligibility for Membership and each Member's entitlement to vote is as specified in the Declaration and the By-Laws.

B. Transfer of membership in the Association shall be established as provided in the By-Laws. Upon compliance with provisions in the By-Laws regarding such transfer, the Owner designated by such instrument becomes a Member of the Association and the membership of the prior Owner terminates.

C. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Member's Property.

Article 7. Term. The Association shall have perpetual duration.

Article 8. Directors.

A. The Board of Directors shall conduct and manage the affairs of the Association. The initial Board of Directors consists of three directors. The number of directors may be increased in accordance with the By-Laws.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Joshua Tuyls
3645 Bonita Beach Rd. Suite 3
Bonita Springs, FL 34134

Gregory Erdman
3645 Bonita Beach Rd. Suite 3
Bonita Springs, FL 34134

Charles Erdman
3645 Bonita Beach Rd. Suite 3
Bonita Springs, FL 34134

C. The method of election, removal, and filling of vacancies on the Board and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, determines.

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Article 9. By-Laws. The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent permitted by the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. Until termination of the Class "B" membership, Declarant may unilaterally amend these Articles for any purposes. Thereafter, amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, no amendment may be in conflict with the Declaration.

Article 12. Dissolution. In the event the Association is dissolved for any reason, any remaining property, shall be granted, conveyed and assigned to a not-for-profit corporation, association, trust, or other responsible entity devoted to similar purposes.

Article 13. Incorporator. The name of the incorporator of the Association is Gregory Erdman, 3645 Bonita Beach Rd. Suite 3, Bonita Springs, FL 34134.

Article 14. Registered Agent and Office. The initial registered office of the Corporation is 3645 Bonita Beach Rd. Suite 3, Bonita Springs, FL 34134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of August, 2004.


Gregory Erdman, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Shorchayen Estates Lock Maintenance Association, Inc.

2. The name and address of the registered agent and office is:

Gregory Erdman
3645 Bonita Beach Rd. Suite 3
Bonita Springs, FL 34134

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Signature


Gregory Erdman

Date

8/14/04

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