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Hunter Creek Estates

- ☒ Art of Inc. File_____
- ____ LTD Partnership File_____
- ____ Foreign Corp. File_____
- ____ L.C. File_____
- ____ Fictitious Name File_____
- ____ Trade/Service Mark_____
- ____ Merger File_____
- ____ Art. of Amend. File_____
- ____ RA Resignation_____
- ____ Dissolution / Withdrawal_____
- ____ Annual Report / Reinstatement_____
- ☒ Cert. Copy_____
- ____ Photo Copy_____
- ☒ Certificate of Good Standing_____
- ____ Certificate of Status_____
- ____ Certificate of Fictitious Name_____
- ____ Corp Record Search_____
- ____ Officer Search_____
- ____ Fictitious Search_____
- ____ Fictitious Owner Search_____
- ____ Vehicle Search_____
- ____ Driving Record_____
- ____ UCC 1 or 3 File_____
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**ARTICLES OF INCORPORATION
OF
HUNTER CREEK ESTATES HOMEOWNERS' ASSOCIATION, INC.**

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Pursuant to Section 617.01201, Florida Statutes (2004), these Articles of Incorporation are created by Ben J. Maltese, as sole Incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is **HUNTER CREEK ESTATES HOMEOWNERS' ASSOCIATION, INC.**, sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of this Association shall be located at 9696 Bonita Beach Road #210, Bonita Springs, FL 34135, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Charlotte County, Florida, have the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association.

(4) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(5) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(6) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(7) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(8) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(9) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(10) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(11) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(12) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise; and

(13) to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to any Surface Water Management System Facilities ("SWMS") defined as, including, but not limited to: all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and/or related appurtenances which may be located within the Properties.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in Article IV of the Declaration of Covenants, Conditions and Restrictions and Article II of the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

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

(A) *Proposal.* Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) *Procedure.* A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) *Vote Required.* Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in Article II of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) *Effective Date.* An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida, with the same finalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

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

(B) Directors 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 IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Name: Ben J. Maltese Developments	President/Director
Address: 9696 Bonita Beach Road #210	
Bonita Springs, FL 34135	

Name: Khalil Saab	Vice President/Director
Address: 3407 Torrey Road	
Flint, MI 48503	

Name: Gerald G Mansor	Secretary/Treasurer/Director
Address: 5405 Gateway Centre #D	
Flint, MI 48507	

ARTICLE X

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at: 9696 Bonita Beach Road, #210, Bonita Springs, FL 34135. The initial registered agent at said address shall be Ben J. Maltese.

ARTICLE XI

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 the 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) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

(E) 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 a majority of the disinterested Directors approves the 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.

ARTICLE XII

DISSOLUTION: The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system, of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE XIII

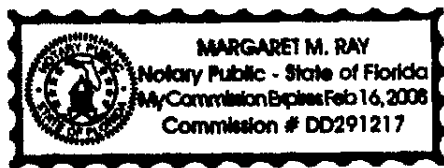
INTERPRETATION: Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

WHEREFORE the incorporator has caused these presents to be executed this 11 day of OCTOBER, 2004.

B. J. Maithe
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 11 day of OCTOBER, 2004, by Ben J. Maithe, who is personally known to me and did not take an oath.



Margaret M. Ray
Notary Public
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Please see Acceptance by Registered Agent on Page 7.

Having been named to accept service of process for Hunter Creek Estates Homeowners' Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

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