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**FLORIDA NON-PROFIT CORPORATION**

**SUMMERLIN DENTAL LAND CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**  
**FOR**  
**SUMMERLIN DENTAL LAND CONDOMINIUM ASSOCIATION, INC.**

In compliance with the requirements of Chapter 817, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE 1**  
**NAME, LOCATION AND DEFINITIONS:**

The name of the corporation, herein called the "Association", is SUMMERLIN DENTAL LAND CONDOMINIUM ASSOCIATION, INC., and the corporate office address is 5285 Summerlin Road, Suite #402, Fort Myers, Florida 33907.

The terms used in these Articles shall have the meanings as provided in the Declaration of Condominium of Summerlin Dental Land Condominium (the "Declaration").

**ARTICLE 2**  
**PURPOSE AND POWERS:**

The purpose for which the Association is organized is to provide an entity for the operation of SUMMERLIN DENTAL LAND CONDOMINIUM, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a not-for-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, and as provided in these Articles, the Declaration and the By-Laws; and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

- (1) To make and collect assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (2) To maintain, repair, replace and operate the Condominium Property and Association Property.
- (3) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its Members, and their mortgagees.

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- (4) To reconstruct improvements after casualty and to make further improvements of the property.
- (5) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.
- (6) To enforce the provisions of the Declaration, these Articles, and the By-Laws of the Association.
- (7) To contract for the management and maintenance of the Condominium Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (8) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (9) To acquire and convey real and personal property in the name of the Association.
- (10) Dedicate, sell or transfer for all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.

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, these Articles of Incorporation and the By-Laws.

**ARTICLE 3**  
**MEMBERSHIP:**

- (1) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, and as further provided in the By-Laws. After termination of the Condominium, the Members shall consist of those who are Members at the time of such termination.
- (2) Change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- (3) 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 Unit.
- (4) The voting interest of the Owner(s) of each Unit, collectively, shall be entitled as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

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**ARTICLE 4**

**TERM:**

The term of the Association shall be perpetual.

**ARTICLE 5**

**BY-LAWS:**

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

**ARTICLE 6**

**AMENDMENTS:**

Subject to the rights of the Developer as provided in the By-Laws, these Articles of Incorporation may be amended by a vote of a majority of the Members entitled to vote, either present in person or by proxy at any annual or special meeting at which a quorum is present, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a copy of the proposed Amendment. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereat were present in person or by proxy and voted.

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

**ARTICLE 7**

**DIRECTORS AND OFFICERS:**

(1) The affairs of the Association will be administered by a Board of Directors consisting of not less than three (3) Directors. The initial Board of Directors of the Association shall be appointed by the Developer. All Directors must be individuals. Except for the Directors appointed by the Developer, all Directors must be Members of the Association. Provided, however, if a Member is an artificial entity (e.g. corporation, partnership, trust, etc.) then its owners, shareholders, partners, directors, officers, trustees, as the case may be, may be appointed as a Director.

(2) Directors of the Association shall be elected by the Members 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.

(3) 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.

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**ARTICLE 8**  
**INCORPORATORS:**

The name and address of the incorporator is:

J & Y, LLP  
5285 Summerlin Road, Suite #402  
Fort Myers, FL 33907

**ARTICLE 9**  
**INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be at:

5285 Summerlin Road, Suite #402  
Fort Myers, FL 33907

The initial registered agent at said address shall be:

James A. Mitchell

**ARTICLE 10**  
**INDEMNIFICATION:**

The Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney's 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 apply to:

(1) Gross negligence or willful misconduct in office by any Director or officer.

(2) Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

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<sup>40</sup>  
18 WHEREFORE, the Incorporator has caused these presents to be executed this day of January, 2005.

Signed and Sealed  
in the Presence of:

J & Y, LLP, a Florida limited liability  
partnership

Marian V. Slickers  
Witness Signature as to both  
MARIANN V. SLICKERS  
Type/Print Witness Name

By: James A. Mitchell, Partner  
James A. Mitchell, Partner

By: Yolanda F. Mitchell, Partner  
Yolanda F. Mitchell, Partner

Debbie Fuller  
Witness Signature as to both  
DEBBIE FULLER  
Type/Print Witness Name

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this <sup>44</sup>18 day of January, 2005, by James A. Mitchell and Yolanda F. Mitchell, the sole partners of J & Y, LLP, a Florida limited liability partnership, on behalf of said partnership, who are ☒ personally known to me or ☐ who have produced \_\_\_\_\_ as identification.

Kathleen A. Truitt  
Notary Public

My Commission Expires:

Print/Type Name of Notary Public  
Commission Expires  
Notary Public - State of Florida  
Commission Expires 11/11/07  
Commission # 0009161  
Notary Public National Notary Assn.

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

In compliance with the laws of Florida, the following is submitted:

Summerlin Dental Land Condominium Association, Inc., desiring to organize under the laws of the State of Florida has named James A. Mitchell as its statutory registered agent.

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

  
James A. Mitchell, Registered Agent

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