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THE COTTAGES OF SUWANNEE PRESERVE CONDOMINIUM ASSOCI

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**ARTICLES OF INCORPORATION
OF
THE COTTAGES OF SUWANNEE PRESERVE CONDOMINIUM ASSOCIATION, INC.**

(A Corporation Not For Profit)

The undersigned, being a natural person competent to contract, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be The Cottages of Suwannee Preserve Condominium Association, Inc. (hereinafter referred to as "Association"). The street and mailing address of the initial office of the Association is 595 Birdsong Place, Sanibel, Florida 33957.

**ARTICLE II
DEFINITIONS**

All terms used in these Articles of Incorporation have the same meaning as defined in the Declaration of Condominium (hereinafter the "Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

**ARTICLE III
TERM OF EXISTENCE**

The Association shall exist for the life of the Condominium. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration. Corporate existence shall commence with the latter of the following to occur, as permitted by law: 1) filing with the Secretary of State, or 2) filing of record in the Public Records of Gilchrist County, Florida, the Declaration for The Cottages of Suwannee Preserve, a Condominium.

**ARTICLE IV
PURPOSE**

The purpose for which the Association is organized is to act as the governing association of The Cottages of Suwannee Preserve, a Condominium (hereinafter referred to as the "Condominium") located in Gilchrist County, Florida, and for any other lawful purposes.

**ARTICLE V
POWERS**

The Association shall have all common law and statutory powers permitted corporations not for profit under Florida law which are not in conflict with these Articles, together with such additional specific powers as are contained in the Declaration and Bylaws.

**ARTICLE VI
QUALIFICATION OF MEMBERS
THE MANNER OF THEIR ADMISSION, AND VOTING**

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Section 1. The Incorporator is an officer and authorized agent of the Association. Upon the recording of the Declaration, SUWANNEE PRESERVE, LLC, its successors and/or assigns (hereinafter referred to as "Developer"), shall hold all memberships in the Association. At the time of closing of the transaction for the purchase of a Unit or a Preserve Home Interest, the Owner thereof shall become a member of the Association. As and if additional phases are added to the Condominium, the Developer shall initially hold all new memberships created thereby until transfer to a third party as provided hereinabove.

Section 2. Ownership of a Unit or Preserve Home Interest shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust or any other appropriate legal entity with the power to hold title.

Section 3. Membership shall terminate upon the termination of the Condominium or upon transfer of ownership of the Unit or Preserve Home Interest, provided the transfer is accomplished in accordance with all of the provisions of the Declaration. The transferor's membership shall automatically transfer and be vested in the new Owner succeeding to the ownership of the Preserve Home Interest, subject to a lien thereon for all unpaid assessments, charges and expenses. The Association may rely upon evidence of a recorded deed as evidence of the transfer of ownership and thereupon terminate the transferor's membership and recognize the membership of the transferee.

Section 4. An Owner shall be entitled to one (1) vote for each Preserve Home Interest with usage on a fractional basis based on the Allocation which the Owner may own. The Owner of a Unit not committed to the Vacation Plan shall be entitled to six (6) votes.

ARTICLE VII **INCORPORATOR**

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Suwannee Preserve, LLC	595 Birdsong Place Sanibel, FL 33957

ARTICLE VIII **BOARD OF DIRECTORS**

Section 1. The affairs of the Association shall be managed and conducted by a Board of Directors. The number, terms of office and provisions regarding election, removal and filling of vacancies on the Board of Directors shall be as set forth in the Bylaws of the Association.

Section 2. The Initial Board of Directors shall consist of three (3) persons. The names and residence addresses of the initial Board of Directors who shall hold office until their successors have been duly elected and qualified as provided in the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Richard Kennedy	595 Birdsong Place, Sanibel, Florida 33957

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Julie DeBord
Dan Brock

595 Birdsong Place, Sanibel, Florida 33957
1828 Buckthorn Lane, Sanibel, Florida 33957

ARTICLE IX **OFFICERS**

The officers of the Association shall consist of a president, a vice president and a secretary/treasurer and such other officers as the Board of Directors may from time to time deem appropriate. The officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The names of the officers who shall serve until the first election are:

Richard Kennedy,	President and Treasurer
Julie DeBord,	Secretary
Dan Brock,	Vice President

ARTICLE X **BYLAWS**

The Bylaws of the Association are to be made or approved by the initial Board of Directors and thereafter may be amended, altered, modified or rescinded as set forth in the Bylaws and as permitted by law.

ARTICLE XI **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of a majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

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Section 2. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Section 3. Notwithstanding anything herein to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the members and the consent of all record holders of mortgages upon any Condominium Property or upon property held by the Association. No amendment shall be made that is in conflict with Chapter 718, Florida Statutes or Chapter 721, Florida Statutes, or the Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapter 718, Chapter 721 or the Declaration shall be effective without the written consent of the Developer.

ARTICLE XII ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors or officers. The Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and may confer benefits upon its members as permitted by law. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any managing entity acting on behalf of the Association, are held for the benefit of members of the Association and shall not be considered income of the Association.

Section 4. Where the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

Section 6. Every director and every officer of the Association shall be indemnified by the Association for all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE XIII REGISTERED AGENT

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The name and address of the initial registered agent for the service of process upon the Association is:

Name

Address

David K. Fowler, Esq.
Henderson, Franklin, Starnes
& Holt, P.A.

1648 Periwinkle Way, Suite B
Sanibel, Florida 33957

The above address is also the address of the registered office of the Association.

IN WITNESS WHEREOF, the Managing Member of Suwannee Preserve, LLC, a Florida limited liability company has executed these Articles of Incorporation this 24th of March, 2005

WITNESSES:

"DEVELOPER"

Katrina M. Torske
Witness Signature
Katrina M. Torske
Witness Name (Typed/Printed)
David K. Fowler
Witness Signature
DAVID K FOWLER
Witness Name (Typed/Printed)

Suwannee Preserve, LLC, a Florida
limited liability company

By: Richard Kennedy
Richard Kennedy
Its: Managing Member

STATE OF FLORIDA)

)ss.

COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 24th day of March, 2005 by Richard Kennedy, the Managing Member of Suwannee Preserve, LLC, a Florida limited liability company, who is personally known to me.

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My Commission Expires;



Katrina M. Torske
Notary Public Signature
Katrina M. Torske
Name of Notary (Print/Type)
Commission No.: DD381921

ACCEPTANCE BY AGENT

Having been designated as registered agent to accept service of process for The Cottages of Suwannee Preserve Condominium Association, Inc. within the State of Florida, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

David K. Fowler
David K. Fowler, Registered Agent

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TALLAHASSEE, FLORIDA

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