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FLORIDA NON-PROFIT CORPORATION

MYAKKA HEIGHTS HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
MYAKKA HEIGHTS HOMEOWNERS ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

THE UNDERSIGNED INCORPORATOR, pursuant to the laws and statutes of the State of Florida, hereby forms and incorporates a corporation not for profit, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be MYAKKA HEIGHTS HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (also referred to herein as the "Association"), whose address is c/o 2033 Main St., Suite 600, Sarasota, FL 34237.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as MYAKKA HEIGHTS (the "Subdivision"), located in the County of Manatee, Florida, and to perform all acts provided in the Community Declaration of Restrictions for Homesites at Myakka Heights (the "Declaration").

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the operation of, located in Manatee County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or Officer. 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 except as limited or modified by these Articles, the Declaration or Chapter 720, Florida Statutes, as they 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 Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (2) To protect, maintain, repair, replace, and operate the common areas and common elements of the Subdivision.
- (3) To purchase insurance upon the Association property and Association property for the protection of the Association and its members.

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ARTICLE V
EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the registered agent at such address shall be John D. Olivier, Esq.

ARTICLE VII
DIRECTORS AND OFFICERS

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws. All Directors shall be elected by the Members in the manner determined by the Bylaws. The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected and shall hold office as more specifically set forth in the Bylaws.

ARTICLE VIII
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and Officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
John Cannon	President	7077 South Tamiami Trail Sarasota, Florida 34231
Dickson Clements	Secretary	7077 South Tamiami Trail Sarasota, Florida 34231
Michael Finley	Treasurer	7077 South Tamiami Trail Sarasota, Florida 34231

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and

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Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such. In no event, however, shall the right to indemnification as set forth herein be applicable to any of the following:

- (1) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (2) 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.
- (3) A transaction from which the Director or officer derived an improper personal benefit.
- (4) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

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 X BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI AMENDMENTS

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

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Directors or by petition to the Directors signed by at least twenty-five percent (25%) of the membership interest entitled to vote thereon.
- (2) 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.
- (3) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles shall be adopted if it is approved by at least a majority of the

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membership interests of the Association entitled to vote thereon, or if it is approved in writing by at least a majority of the membership interests of the Association entitled to vote thereon, as authorized by 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.

- (4) Effective Date. An amendment becomes effective upon filing with the Secretary of State, and recording a certified copy thereof in the Public Records of Manatee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, as of the 22nd day of April, 2005.



John D. Olivier
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me April, 2005, by JOHN D. OLIVIER, who is personally known to me or who has produced _____ as identification.



Notary Public
My Commission Expires:



Diane Drake Smith
My Commission DD143725
Expires September 29, 2006

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
MYAKKA HEIGHTS HOMEOWNERS ASSOCIATION, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

DATED: April 22, 2005

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By 
John D. Olivier, its authorized agent
Registered Agent