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FLORIDA NON-PROFIT CORPORATION

Meadow Pointe Tract 8 Property Owners Association, I

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF**

MEADOW POINTE TRACT 8 PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida by and under the provisions of Chapter 617 of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name and Principal Address of Corporation

The name of this Corporation (hereinafter the "Corporation") shall be MEADOW POINTE TRACT 8 PROPERTY OWNERS ASSOCIATION, INC., located at 125 Worth Avenue, Suite 219, Palm Beach, Florida 33480.

ARTICLE II

Purposes

TROUT CREEK PROPERTIES, LLC, a Delaware limited liability company, its successors and assigns ("Trout Creek"), and SUNCOAST DAYCARE, INC., a Florida corporation ("Suncoast") (collectively referred to herein as "Declarant") are the owners of certain property in Pasco County, Florida, commonly known as Tract 8 of the Meadow Pointe Master Planned Unit Development (hereinafter referred to as the "Property"). The Property is more particularly described in the Declaration of Covenants and Restrictions for Meadow Pointe Tract 8 (hereinafter the "Declaration"). All terms used in these Articles of Incorporation which are defined in the Declaration shall have the same meaning herein as therein.

The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain Common Property located within the Property and to carry out its rights and duties set forth in the Declaration.

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ARTICLE III

Powers and Limitations

A. The Corporation shall have the power:

1. To own, lease, operate, maintain, and administer the Common Property within or related to the Property in accordance with the Declaration.
2. To establish through its Board of Directors reasonable rules and regulations regarding the Common Property.
3. To carry out all the powers and duties vested in the Corporation pursuant to these Articles, the Bylaws of the Corporation and the Declaration.
4. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes and Chapter 607, Florida Statutes, respectively.
5. To engage professional management agents to manage its affairs and pay a fee therefor.
6. To grant easements and leases to any person over, under, through, and/or across the Common Property for or without compensation to this Corporation without any need to obtain the approval or joinder of any Member or lien holder thereof.
7. To assess Members of the Association and enforce such Assessments in accordance with the Declaration.
8. To contract with governmental, and quasi-governmental, agencies.

B. The Corporation is not organized for profit nor shall it have the power to issue certificates of stock or pay dividends.

C. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, shall be held in trust for Members of the Corporation.

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ARTICLE IV**Directors**

A. The business of this Corporation shall be conducted by the Board of Directors, consisting, initially, of three (3) Directors. Following the transfer by Trout Creek of its portion of the Property, the Board of Directors shall consist of four (4) Directors.

B. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

C. The directors herein named shall serve until their successors are duly designated and qualified, until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly designated and qualified shall be filled in accordance with the Bylaws of this Corporation.

ARTICLE V**Names and Addresses of Directors**

The names and addresses of the initial Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

Brian P. Burns	125 Worth Avenue, Suite 219 Palm Beach, FL 33480
Brian P. Burns Jr.	125 Worth Avenue, Suite 219 Palm Beach, FL 33480
Douglas Post	125 Worth Avenue, Suite 219 Palm Beach, FL 33480

ARTICLE VI**Bylaws**

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

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ARTICLE VII**Indemnification**

The Corporation shall indemnify any Director or Officer of the Corporation and any member of any Committee of the Corporation in accordance with, and subject to, the terms of the Declaration.

ARTICLE VIII**Transactions in Which
Directors or Officers Are Interested Parties**

No contract or transaction between the Corporation and one (1) or more of its officers or directors, between the Corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No directors or officers of the Corporation shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE IX**Amendments**

A. So long as Trout Creek owns any portion of the Property, Trout Creek may amend these Articles of Incorporation, in its discretion, without the joinder of Suncoast or any other

party. Following the conveyance by Trout Creek of its portion of the Property, these Articles of Incorporation may be amended only by the unanimous vote of the Board of Directors.

B. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida or such other person required by Florida law.

ARTICLE X

Incorporator

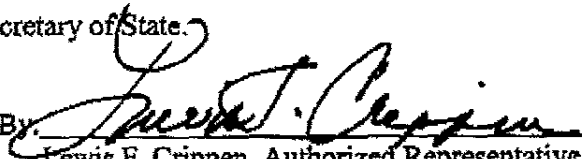
The name and address of the Incorporator of these Articles of Incorporation is Lewis F. Crippen, Gunster, Yoakley & Stewart, P.A., 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation is Valdes-Fauli Corporate Services, Inc.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set its hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 25th day of May 2005, which Articles are to be filed in the Office of the Secretary of State.

By 
Lewis F. Crippen, Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

By:


Lewis F. Crippen, Vice President

Date: May 25, 2005