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FLORIDA NON-PROFIT CORPORATION

EDISON VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
EDISON VILLAGE
PROPERTY OWNERS' ASSOCIATION, INC.

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Ronald L. Davis, as Trustee of the Edison Village Trust, (sometimes referred to herein as the "Developer"), whose address is 42 Barkley Circle, Suite #3, Ft. Myers, Florida 33907, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, hereinafter referred to as the "corporation" or "Association", is EDISON VILLAGE PROPERTY OWNERS' ASSOCIATION, INC. The address of the corporation's principal office is 42 Barkley Circle, Suite #3, Ft. Myers, Florida 33907, and the mailing address of the corporation is 42 Barkley Circle, Suite #3, Ft. Myers, Florida 33907.

ARTICLE II

PURPOSE AND POWERS: The purposes for which the Association is organized are to provide for maintenance and preservation of Lots and Common Areas located within Edison Village, a subdivision, per plat to be recorded in the Public Records of Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit 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, except as limited or modified by these Articles or the Declaration of Covenants, Conditions and Restrictions of Edison Village (the "Declaration"), as they may hereafter be amended from time to time, including without limitation, the following:

- A. To 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, applicable to the property, to be recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;
- B. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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- C. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- D. To borrow money, and with the consent of two-thirds (2/3) of the members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- E. To dedicate, sell or transfer 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;
- F. To maintain and operate any roads and streets, sewer and/or potable water facilities and the surface/stormwater management system and related appurtenances, including, but not limited to, all lakes, retention areas, swales, culverts and drainage structures in accordance with any permit issued by the South Florida Water Management District, or its successor;
- G. To establish rules and regulations of the Association;
- H. To sue and be sued;
- I. To contract for services necessary to operate and maintain the surface/stormwater management system and other property (tracts and easements) dedicated to the Association, and any corresponding infrastructure; and
- J. To have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

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 of Covenants, Conditions and Restrictions of Edison Village, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP. Every person or entity who is record owner of a Lot in Edison Village, which Lot, pursuant to the Declaration, is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE IV

TERM: The term of the Association shall be perpetual. If this corporation shall ever be dissolved, the property and corresponding infrastructure owned by the corporation including, but not limited to, the surface/stormwater management system, shall be conveyed or dedicated to a similar non-profit organization or entity to assure continued maintenance and operation.

ARTICLE V

BYLAWS. The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VI

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 upon petition of the owners of two-thirds (2/3) of the Lots by instrument, in writing, signed by them.
- B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Lot owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- C. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment. Notwithstanding the foregoing, so long as the Developer owns any Lot(s), any proposed amendment of these Articles of Incorporation shall be subject to the Developer's written consent in its sole discretion.
- D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

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ARTICLE VII

DIRECTORS AND OFFICERS.

- A. The affairs of the Association will be administered by a Board of Directors consisting of at least three (3) Directors, who shall be initially be appointed by the Developer.
- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of 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 VIII

INITIAL DIRECTORS.

The Initial Directors of the Association shall be:

Ronald L. Davis
42 Barkley Circle, #3
Ft. Myers, Florida 33907

Robert D'Andrea
42 Barkley Circle, #3
Ft. Myers, Florida 33907

Marcia D'Andrea
42 Barkley Circle, #3
Ft. Myers, Florida 33907

ARTICLE IX

INITIAL REGISTERED AGENT.

The initial registered office of the Association shall be at:

42 Barkley Circle, #3
Ft. Myers, Florida 33907

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The initial registered agent at said address shall be:

Ronald L. Davis, as Trustee of the Edison Village Trust

ARTICLE X

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 or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her 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 or her 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 or her action was unlawful or had reasonable cause to believe his or her action was lawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. 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 the Board of Directors approves such settlement as being in the best interests 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.

WHEREFORE, the incorporator has caused these presents to be executed this 15th day of April, 2005.

By: Ronald L. Davis

Ronald L. Davis, as Trustee
of the Edison Village Trust

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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of April, 2005 by Ronald L. Davis as Trustee of the Edison Village Trust, who (✓) is personally known to me and who (✓) has produced Driver License as identification.



(Notary Seal)

S. DAWN LAMATRICE
MY COMMISSION # 007614
EXPIRES: February 17, 2008
Bonded Thru Budget Notary Services

Signature of Notary Public_____
Name of Notary Public
Commission Expires:ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for EDISON VILLAGE PROPERTY OWNERS' 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.

By:

Ronald L. Davis, IndividuallyDate: 4-15-05
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SECRETARY OF STATE
VISION OF CORPORATION
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