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VOGEL LAW OFFICE

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

PUNTA BRISA OWNERS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
FOR
PUNTA BRISA OWNERS' ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be PUNTA BRISA OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity to provide for the maintenance and operation of a road and/or roadways providing ingress and egress to the properties of the Association members, and/or any other purpose permitted by Florida Statutes.

ARTICLE 3

POWERS

The powers of the Association shall include and be governed by the following:

- 3.1 **General.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles.
- 3.2 **Enumeration.** The Association shall have the powers and duties set forth in Florida Statutes and all of the powers and duties reasonably necessary to operate the Association, as the same may be adopted by the Members from time to time, including but not limited to the following:
 - (a) To make and collect Assessments and other charges from members and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
 - (c) To maintain, repair, replace, reconstruct, add to and operate Association property.
 - (d) To make and amend reasonable rules and regulations for the maintenance, conservation and use of Association property and for the health, comfort, safety and welfare of the Members of the Association.
 - (e) To employ personnel to perform the services required for the proper operation of the Association.

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- 3.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of these Articles.
- 3.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statutes.
- 3.5 Assessments. All assessments shall be made on a per lot basis and each lot shall be assessed equally regardless of location, size or use.
- 3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of Florida Statutes, provided that in the event of conflict, the provisions of Florida Statutes shall control over these Articles.

ARTICLE 4

MEMBERS

- 4.1 Membership. The members of the Association shall consist only of record title owners of properties bordering on Canal Street and Ford Street, in Punta Brisa Subdivision in Monroe County, Florida. Membership in the Association shall be voluntary and no owner may be compelled to become a Member of the Association.
- 4.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Member's property and no Member may receive a refund of any Association funds.
- 4.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote cast on behalf of each lot for which the owner(s) of such lot have elected to participate in the Association. The owner(s) of each lot, if more than one, shall designate one person as the voting Member and the voting Member shall cast the vote on behalf of their respective lot. Any person or entity owning more than one lot shall be entitled to one vote for each lot owned.
- 4.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 5

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 6

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NAME

James D. Vogel

ADDRESS

3936 Tamiami Trail North, Suite B
Naples, FL 34103

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ARTICLE 7OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualification of the officers.

ARTICLE 8DIRECTORS

- 8.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors, with the exception that the Initial Director as named herein may serve as the only Director until such time as additional Directors are elected by the Members. Directors need not be members of the Association.
- 8.2 Duties and Powers. All of the duties and powers of the Association existing under Florida Statutes, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.
- 8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in 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.
- 8.4 Initial Director. The name and address of the Initial Director is: Kevin M. Burns, 6060 Hidden Oaks Lane, Naples, Florida 34119; and he shall serve as a Director until his successor is elected and has taken office, or until his resignation or other removal from office. Subsequently elected Directors shall hold office as set forth in the By-Laws.

ARTICLE 9INDEMNIFICATION

- 9.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.
- 9.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall

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be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

- 9.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 9.
- 9.4 Miscellaneous. The Indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 9.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 this Article.
- 9.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 9 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 10

BY-LAWS

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

ARTICLE 11

AMENDMENTS

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

- 11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided by Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 11.2 Adoption. Amendments shall be proposed and adopted in the manner provided by Florida Statutes.
- 11.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members. No amendment shall be made that is in conflict with Florida Statutes or any By-Laws subsequently adopted.
- 11.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

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ARTICLE 12

INITIAL REGISTERED OFFICE:
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office and principal office of this corporation shall be at 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent shall be James D. Vogel, whose address is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

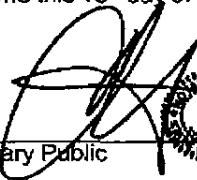


JAMES D. VOGEL


DATE: November 18, 2005

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of November, 2005, by James D. Vogel, who is personally known to me.



Notary Public

 **Chris Wohlbrandt**
Commission # DD471626
Expires October 26, 2009
Bonded Tray Plan Insurance, Inc. 905-367-7019

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, the corporation named in the said Articles has named James D. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


James D. Vogel

DATE: November 18, 2005

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