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FLORIDA PROFIT/NON PROFIT CORPORATION

Ultimate Ski Lake Homeowner's Association, Inc.

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**ARTICLES OF INCORPORATION
FOR
ULTIMATE SKI LAKE HOMEOWNER'S ASSOCIATION, INC.
(a Corporation Not-for-Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1 - Name

The name of the corporation is: ULTIMATE SKI LAKE HOMEOWNER'S ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 5180 Harborage Drive, Ft. Myers, Florida 33908, and the mailing address of the corporation is 5180 Harborage Drive, Ft. Myers, Florida 33908.

ARTICLE 2 - Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes, for the operation of the subdivision of ULTIMATE SKI LAKE, a community located in Section 28, Township 46 South, Range 27 East, in Lee 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, By-laws and the Declaration, or Chapter 720, Florida Statutes, as they may hereafter be amended from time to time, including but not limited to, the following:

1. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
2. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting the Common Areas;
3. To fix establish, levy and collect assessments against members of the Association as contemplated by the Declaration 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.
4. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
5. To pay all taxes and other assessments which are liens against the Association or the Common Areas;
6. To make, amend and enforce reasonable rules and regulations governing the use and operation of the property covered by the Declaration;

7. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
8. To contract for the management and maintenance of the property and common elements of ULTIMATE SKI LAKE and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or Chapter 720, Florida Statutes, to be exercised by the Board of Directors or the membership of the Association;
9. To purchase insurance upon the Common Areas and Association Property for the protection of the Association and its members;
10. To reconstruct improvements after casualty and to make further improvements of the property on the common areas only;
11. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the community;
12. To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses and other recreational facilities. It has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the community, if they are intended to provide enjoyment, recreation or other use or benefit to the Owners;
13. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired; and
14. To acquire title to property or otherwise hold, convey, lease and mortgage Association Property for the use and benefit of its members.

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, these Articles of Incorporation and the Bylaws.

ARTICLE 3 - Membership

Every Owner, and the Declarant, so long as they own Lots, shall be members of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws adopted by the Association, and the Declaration.

The Association shall have two (2) classes of membership, as follows:

1. Class A. Class A members shall consist of all Owners of Lots within ULTIMATE SKI LAKE other than the Class B member.

2. Class B. The Class B member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class B membership shall terminate upon Turnover or Declarant's earlier termination, and be converted to Class A membership.

ARTICLE 4 - Voting

1. Class A Member. Upon Turnover, Class A members shall be entitled to elect a majority of the members of the Board of Directors of the Association.

2. Class B Member. Until Turnover, or until the Declarant earlier terminates this Class B membership, the Class B member shall be entitled to elect all members of the Board of Directors of the Association. Thereafter, the Declarant shall be entitled to elect at least one (1) member of the Board as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of the Community.

3. Joint Ownership Corporations. Voting rights may be exercised by a member or the member's spouse, subject to provisions of the Declaration and the Bylaws. In any situation where more than one person holds an interest in a Lot, the vote for the respective Lot shall be exercised by any such person; provided, however, the persons holding the interest in the Lot can notify the secretary of the Association, in writing, prior to or during any meeting of the manner in which the vote for the Lot is to be exercised, and in the absence of such notice, the Lot's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

ARTICLE 5 - Term

The term of the Association shall be perpetual. However, upon any dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE 6 - Bylaws

The Bylaws of the Association shall be adopted by a majority vote of the directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a member.

ARTICLE 7 - Amendments

Amendments to these Articles may be effected from time to time by resolution adopted by a majority of the Board of Directors and approved by a majority vote of all members, subject to the following restrictions:

1. As long as the Declarant is a Class B member, each amendment of these Articles must be first approved in writing by the Declarant.

2. Upon any amendment or amendments to these Articles being proposed by said Board or 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.

3. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by a majority vote of the members at any annual or special meeting, or by approval in writing of a majority vote of the members without a meeting, provided that notice of any proposed amendment has been given to the members of the Association.

4. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE 8 - Board of Directors

The initial Board of Directors shall consist of three directors appointed by Declarant. The names and addresses of the initial directors are:

1. Ruthann McBride
5180 Harborage Drive
Naples, Florida 33908
2. Tom White
17340 Carnegie Circle, #103 B
Ft. Myers, Florida 33912
3. Joe Roskuskie
26876 McLaughlin Blvd.
Bonita Springs, Florida 34134

The number of directors may be either increased or decreased from time to time in accordance with the the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting after Turnover and at each annual meeting thereafter the members shall elect directors for terms as set forth in the Bylaws. Except for directors appointed by Declarant, directors must be Members of the Association. Any director appointed by Declarant shall serve at the pleasure of Declarant, and may be removed and replaced by Declarant, at its sole option and discretion.

ARTICLE 9 - Officers

The Board of Directors may elect officers from among its members. The officers of the Association shall be the President, a Secretary, a Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The initial officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

Ruthann McBride - President
Ruthann McBride - Secretary
Ruthann McBride - Treasurer

ARTICLE 10 - 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 their 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 their actions or omissions to act were material to the cause adjudicated and involved:

1. 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.
2. A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
3. A transaction from which the director or officer derived an improper personal benefit.
4. Wrongful conduct by directors or officers appointed by the Declarant, 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.

ARTICLE 11 - Incorporator

The name and address of the incorporator of ULTIMATE SKI LAKE HOMEOWNER'S ASSOCIATION, INC., is:

Ruthann McBride
5180 Harborage Drive
Ft. Myers, Florida 33908

ARTICLE 12 - Registered Agent and Registered Office

The initial registered agent and registered office of the Association shall be:

Gary K. Wilson, Esquire
Porter, Wright, Morris & Arthur, LLP
5801 Pelican Bay Boulevard, Suite 300
Naples, Florida 34108

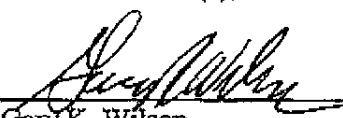
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 9 day of March, 2006.



Gary K. Wilson

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ULTIMATE SKI LAKE HOMEOWNER'S ASSOCIATION, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 607.0501(3), Florida Statutes.



Gary K. Wilson

Date: March 9, 2006