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T. Hampton MAY -9 2006

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Silverstone Community Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Samuel K. Hodgdon  
Name (Printed or typed)

14241 Metropolis Avenue, Suite 100  
Address

Ft. Myers, Florida 33912  
City, State & Zip

(239)433-7707  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

# BECKER & POLIAKOFF

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\* by appointment only

April 18, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

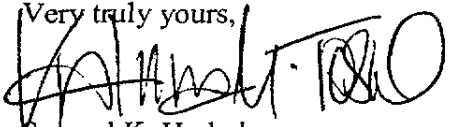
Re: Articles of Incorporation

Dear Sir or Ma'am:

Please find enclosed the Articles of Incorporation for Silverstone Community Association, Inc. Kindly facilitate the filing of same and return a certified copy to my attention.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Samuel K. Hodgdon  
For the Firm  
Licensed in Michigan only

SKH/LB  
Enclosure

FTM\_DB: 306283\_1\_LBLALOCK

Becker & Poliakoff Building  
14241 Metropolis Avenue, Suite 100  
Ft. Myers, Florida 33912  
Phone: (239) 433-7707 Fax: (239) 433-5933  
Toll Free: (800) 462-7780

Bank of America Center  
4501 Tamiami Trail North, Suite 214  
Naples, Florida 34103  
Phone: (239) 261-9555 Fax: (239) 261-9744  
Toll Free: (800) 362-7537

Reply To:  
Fort Myers  
Samuel K. Hodgdon, Esq.  
shodgdon@becker-poliakoff.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 21, 2006

SAMUEL K HODGDON  
BECKER & POLIAKOFF  
14241 METROPOLIS AVE - STE 100  
FT MYERS, FL 33912

SUBJECT: SILVERSTONE COMMUNITY ASSOCIATION, INC.  
Ref. Number: W06000018751

We have received your document for SILVERSTONE COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filing Section

Letter Number: 606A00027278

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**ARTICLES OF INCORPORATION  
OF  
SILVERSTONE COMMUNITY ASSOCIATION, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is SILVERSTONE COMMUNITY ASSOCIATION, INC., a not for profit corporation (the "Community Association").

**ARTICLE II**

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 and 720 of the Florida Statutes. The Community Association is organized for the purpose of providing an entity for the operation of a residential planned development (the "Community"), located in Lee County, Florida pursuant to a certain Declaration of Covenants, Conditions and Restrictions for Silverstone (the "Declaration").

The Community Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Community Association shall be distributed or inure to the private benefit of any member, Director or officer of the Community Association. For the accomplishment of its purposes, the Community Association shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law including the powers set forth in Chapter 617, Florida Statutes, except as limited or modified by these Articles, the Declaration, or the By-Laws of this Community Association, and it shall have all of the powers and duties reasonably necessary to operate the Community pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- (A) To levy and collect assessments against all Members of the Community Association to defray the costs, expenses and losses of the Community Association, and to use the proceeds of assessments in the exercise of its power and duties;
- (B) To own, lease, maintain, repair, replace or operate the Community Common Areas;
- (C) To purchase insurance upon the Community Common Areas for the protection of the Community Association and its members;

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- (D) To reconstruct improvements after casualty and to make further improvements of the Community Common Areas;
  - (E) To make, amend and enforce reasonable rules and regulations governing the use of the Community Common Areas and the operation of the Community Association;
  - (F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Community Association;
  - (G) To contract for the management and maintenance of the Community Common Areas and to delegate any powers and duties of the Community Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Community Association;
  - (H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Community;
  - (I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power 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 members;
  - (J) To borrow or raise money for any purposes of the Community Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Community Association;
  - (K) To be responsible in perpetuity for maintenance of the conservation areas, i.e., all preserved, restored, or created wetlands areas and uplands buffer zones; and to take action against owners, if necessary, to enforce the conditions of the conservation easements and permit issued by the South Florida Water Management District for the Community in the event that such duties are not assumed by a community development district;
  - (L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances, in the event that such duties are not assumed by a community development district.

Except as provided herein and in the Declaration, all funds and title to all property acquired by the Community Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

### ARTICLE III

The Community Association shall have perpetual existence.

### ARTICLE IV

The name and address of the Incorporator of this corporation is Samuel K. Hodgdon whose address is 14241 Metropolis Avenue, Fort Myers, Florida 33912

### ARTICLE V

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the Declaration and/or the By-Laws of the Community Association. Each and every owner of a Lot or Living Unit in the Silverstone Community shall be a member of this Association.

### ARTICLE VI

The street address of the initial principal office of the Community Association is 12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018. The name of the initial registered agent of this Community Association is Samuel K. Hodgdon and the address of the initial registered office is 14241 Metropolis Avenue, Fort Myers, Florida 33912.

Having been named to accept service of process for Silverstone Community Association, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED By: \_\_\_\_\_

  
Samuel K. Hodgdon

### ARTICLE VII

The number of Directors shall initially consist of three (3) but may be increased pursuant to the By-Laws, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Community Association.

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**NAME****ADDRESS**

Anthony Persichilli	12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018
Jack Shea	12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018
Daniel Thron	12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018

**ARTICLE VIII**

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the Community Association, shall hold office for the first year of existence of this Community Association or until his or her successor is elected and has qualified, are:

**NAME****TITLE****ADDRESS**

Anthony Persichilli	President	12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018
Jack Shea	Vice President	12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018
Daniel Thron	Secretary/Treasurer	12631 Westlinks Drive, Unit #7, Fort Myers, Florida 33913-8018

**ARTICLE IX**

The Community Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Community Association, which acts are not inconsistent with the powers provided for in Chapters 617 and 720, Florida Statutes.

**ARTICLE X**

By-Laws of the Community Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

**ARTICLE XI**

Amendment to the Articles of Incorporation may be proposed by any Director at any regular



or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

### **ARTICLE XII**

The Community Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Community Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Community Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Community Association, association, trust or other organization to be devoted to such similar purposes.

### **ARTICLE XIII**

To the fullest extent permitted by Florida law, the Community Association shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Community Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interest of the Community Association, in a proceeding by or in the right of the Community 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 action was unlawful or had reasonable cause to believe his 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 Community Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of

Directors approved such settlement as being in the best interest of the Community 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.

IN WITNESS WHEREOF, we have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

Witnesses:

MERITAGE HOMES, INC.,  
an Arizona corporation

Daniel F. [Signature]  
Print Name: DANIEL F. [Signature]

By: [Signature]  
Print Name: ANTHONY PERSICILLI  
Title: DIVISION PRESIDENT

[Signature]  
Print Name: ROBERT VAN TESSER

STATE OF FLORIDA  
COUNTY OF Lee

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of March, 2006 by Anthony Persicilli, the \_\_\_\_\_ of Meritage Homes, Inc., an Arizona corporation, on behalf of the corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



[Signature]  
Notary Public  
Print Name: Laurie Sousa

My commission expires:

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