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FLORIDA PROFIT/NON PROFIT CORPORATION

DEVIL'S GARDEN DRAINAGE ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

DEVIL'S GARDEN DRAINAGE ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation (the "Articles"), a natural person competent to contract, hereby forms a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is DEVIL'S GARDEN DRAINAGE ASSOCIATION, INC., a Florida not-for-profit corporation (the "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 Chapters 617 and 720 of the Florida Statutes. The Association is organized for the purpose of providing an entity to hold certain environmental permits (the "Permits") and manage certain water use and water management structures and improvements (the "System") located on certain property in Hendry County, Florida (the "Property"). The Permits, the System and the Property are more specifically described in the Declaration of Covenants, Conditions, Restrictions and Easements for Devil's Garden Drainage Association (the "Declaration").

The 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 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 under Florida law, except as limited or modified by these Articles, the Declaration, or the By-Laws of the Association (the "By-Laws"), and it shall have all of the powers and duties reasonably necessary to manage the System pursuant to the Declaration as it may hereafter be amended including, but not limited to, the following:

(A) To be the responsible entity to hold the Permits and to operate, repair, replace, monitor and maintain the System as permitted by the South Florida Water Management District.

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(B) To contract for the management and maintenance of the System and to delegate any powers and duties of the 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 Association.

(C) To levy and collect assessments against all members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.

(D) To purchase insurance upon all or a portion of the System for the protection of the Association and its members.

(E) To reconstruct improvements after casualty and to make further improvements to the System.

(F) To make, amend and enforce reasonable rules and regulations governing the use of the System and to take action against owners, if necessary, to enforce such rules.

(G) To be responsible in perpetuity for the holding of and the maintenance of the Permits and to take action against owners, if necessary, to enforce the conditions of the Permits.

(H) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws.

(I) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Association.

(J) 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, in the interest of the Association and its members.

(K) To borrow or raise money for any purposes of the 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 Association.

(L) To be responsible in perpetuity for the maintenance and monitoring of any mitigation or conservation areas in accordance with the Permits authorizing the System.

Except as provided herein and in the Declaration, all funds and 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, and the By-Laws.

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ARTICLE III

The Association shall have perpetual existence.

ARTICLE IV

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. Each and every owner of a parcel within the Property shall be a member of this Association.

ARTICLE V

The street address of the initial principal office of this Association is 2725 Hanson Street, Fort Myers, Florida 33901. The name of the initial registered agent of this Association is Katherine R. English, Esq., and the address of the initial registered office is 1833 Hendry Street, Fort Myers, Florida 33901.

Having been named to accept service of process for the Devil's Garden Drainage 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: This 28th day of June, 2006.


Katherine R. EnglishARTICLE VI

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.

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ARTICLE VII

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

NAME

ADDRESS

R. Douglas Zipperer, President/Director

Post Office Box 640
Fort Myers, Florida 33902

John O. Zipperer Jr., Vice-President/Director

Post Office Box 640
Fort Myers, Florida 33902

Dianne Streid, Secretary/Treasurer/Director

Post Office Box 640
Fort Myers, Florida 33902

ARTICLE VIII

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

ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation are:

NAME

ADDRESS

Katherine R. English

1833 Hendry Street
Fort Myers, Florida 33901

ARTICLE X

By-Laws of the 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.

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ARTICLE XI

Amendment to the Articles 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 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 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 non-profit Association, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

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 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 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 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 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 in a proceeding brought by or on behalf of the Association.

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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 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 28th day of June, 2006.

By: [Signature]
Katherine R. English

STATE OF FLORIDA)
COUNTY OF LEE)

THE FOREGOING INSTRUMENT was acknowledged before me this 28th day of JUNE, 2006 by Katherine R. English, to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

[Signature]
Notary Public

(SEAL)

My Commission Expires:



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