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**ARTICLES OF INCORPORATION**  
**FOR**  
**MIDDLEBROOKE AT AVE MARIA RECREATION ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**  
**MIDDLEBROOKE AT AVE MARIA RECREATION ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Recreation Association", is Middlebrooke at Ave Maria Recreation Association, Inc., and its address is c/o Pulte Home Corporation, 9148 Bonita Beach Road, Suite 102, Bonita Springs, FL 34135.

**ARTICLE II**

**DEFINITIONS:** The definitions set forth in the Declaration of Covenants, Conditions and Restrictions for Middlebrooke at Ave Maria and Section 720.301, Florida Statutes (2006) shall apply to terms used in these Articles.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Recreation Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act and Chapter 720, Florida Statutes (the "Act") for the operation of Middlebrooke at Ave Maria, located in Collier County, Florida. The Recreation Association is organized and shall exist on a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Recreation Association shall be distributed or inure to the private benefit of any Middlebrooke at Ave Maria Member, Director or officer. For the accomplishment of its purposes, the Recreation Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Middlebrooke at Ave Maria Documents; and it shall have all of the powers and duties reasonably necessary to operate Middlebrooke at Ave Maria pursuant to the Middlebrooke at Ave Maria Documents as they may hereafter be amended, including, but not limited to the following:

(A) To make and collect Recreation Association Assessments against Middlebrooke at Ave Maria Members to defray the costs, expenses and losses of the Recreation Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Recreation Association property.

(C) To purchase insurance for the protection of the Recreation Association and the Middlebrooke at Ave Maria Members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements of the Recreation Association property.

(E) To make, amend and enforce Middlebrooke at Ave Maria Rules and Regulations as set forth in the Middlebrooke at Ave Maria Declaration.

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(F) To approve or disapprove the transfer, leasing and occupancy of Parcels as may be provided in the Middlebrooke at Ave Maria Declaration.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to Middlebrooke at Ave Maria, and the Middlebrooke at Ave Maria Documents.

(H) To contract for the management and maintenance of Middlebrooke at Ave Maria and the Recreation Association property, and any property or easements and related improvements that are dedicated to the Recreation Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, and to delegate any powers and duties of the Recreation Association in connection therewith except such as are specifically required by law or by the Middlebrooke at Ave Maria Declaration to be exercised by the Middlebrooke at Ave Maria Board of Directors or the Middlebrooke at Ave Maria Members.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Middlebrooke at Ave Maria.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

All funds and the title to all property acquired by the Recreation Association shall be held for the benefit of the Middlebrooke at Ave Maria Members in accordance with the provisions of the Middlebrooke at Ave Maria Documents. In the event of termination, dissolution or final liquidation of the Recreation Association, the responsibility for the operation and maintenance of the Middlebrooke at Ave Maria Common Area and other property the Recreation Association is obligated to maintain pursuant to the Middlebrooke at Ave Maria Declaration, including any property or easements and related improvements that are dedicated to the Recreation Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Middlebrooke at Ave Maria Common Area and dissolution of the Recreation Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class "B" Middlebrooke at Ave Maria Membership.

#### ARTICLE IV

##### MEMBERSHIP:

(A) The Middlebrooke at Ave Maria Members shall be the record Middlebrooke at Ave Maria Owners of a fee simple interest in one or more Parcels. Class "A" Middlebrooke at Ave Maria Members are all Middlebrooke at Ave Maria Owners other than Middlebrooke at Ave Maria Developer. The Class "B" Middlebrooke at Ave Maria Member is Middlebrooke at Ave Maria Developer as further provided in the Recreation Association's Bylaws.

(B) The share of a Middlebrooke at Ave Maria Member in the funds and assets of the Recreation Association cannot be assigned or transferred in any manner except as an appurtenance to his

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Parcel.

(C) Except as otherwise provided in the Recreation Association's Bylaws with respect to the Class "B" Middlebrooke at Ave Maria Member, the owners of each Parcel, collectively, shall be entitled to one vote in Recreation Association matters. The manner of exercising voting rights shall be as set forth in the Recreation Association's Bylaws.

#### ARTICLE V

TERM: The term of the Recreation Association shall be perpetual.

#### ARTICLE VI

BYLAWS: The Recreation Association's Bylaws may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VII

##### DIRECTORS AND OFFICERS:

(A) The affairs of the Recreation Association shall be administered by a Middlebrooke at Ave Maria Board of Directors consisting of the number of Directors determined by the Recreation Association's Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Recreation Association shall initially be appointed by and shall serve at the pleasure of Middlebrooke at Ave Maria Developer, and following transition shall be elected by the Middlebrooke at Ave Maria Members in the manner determined by the Recreation Association's Bylaws. Directors may be removed and vacancies on the Middlebrooke at Ave Maria Board of Directors shall be filled in the manner provided by the Recreation Association's Bylaws.

(C) The business of the Recreation Association shall be conducted by the officers designated in the Recreation Association's Bylaws. The officers shall be elected each year by the Middlebrooke at Ave Maria Board of Directors at its first meeting after the annual meeting of the Middlebrooke at Ave Maria Members, and they shall serve at the pleasure of the Middlebrooke at Ave Maria Board. The initial Directors are as follows:

Edwin D. Stackhouse  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

Richard McCormick  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

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Laura Ray  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

The initial Officers are as follows: Edwin D. Stackhouse- President; Richard McCormick- Vice President; and Laura Ray- Secretary/Treasurer.

#### ARTICLE VIII

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 Middlebrooke at Ave Maria Board or by a written petition to the Middlebrooke at Ave Maria Board, signed by the Representatives representing at least one-fourth (1/4) of the voting interests of the Recreation Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Middlebrooke at Ave Maria Board or Middlebrooke at Ave Maria Members, such proposed amendment shall be submitted to a vote of the Middlebrooke at Ave Maria Members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Prior to the Middlebrooke at Ave Maria Turnover Date, amendments shall be adopted by Middlebrooke at Ave Maria Developer. Subsequent to the Middlebrooke at Ave Maria Turnover Date, a proposed amendment shall be adopted if it is approved by Representatives representing at least two-thirds (2/3) of the voting interests, at any annual or special meeting called for the purpose. As long as Middlebrooke at Ave Maria Developer owns a Parcel, an amendment to these Articles of Incorporation shall not be effective without the prior written consent of Middlebrooke at Ave Maria Developer, which consent may be denied in Middlebrooke at Ave Maria Developer's discretion, provided, further, that regardless of whether Middlebrooke at Ave Maria Developer owns a Parcel, no amendment shall be effective if it affects Middlebrooke at Ave Maria Developer's rights or alters any provision made for Middlebrooke at Ave Maria Developer's benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class "B" Middlebrooke at Ave Maria Membership.

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

#### ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Recreation Association shall indemnify and hold harmless every Director and every officer of the Recreation Association against all expenses and liabilities, including attorney 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 Recreation Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes 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 interests of the Recreation Association, in a proceeding by or in the right of the Recreation Association to procure a judgment in its favor.

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(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.

In the event of a settlement, the right to indemnification shall not apply unless the Middlebrooke at Ave Maria Board of Directors approves such settlement as being in the best interest of the Recreation 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 X**

**INCORPORATOR:** The name and address of the Incorporator is as follows:

Laura Ray  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

**ARTICLE XI**

**REGISTERED OFFICE AND REGISTERED AGENT:** The name and address of the Registered Agent and the address of the Registered Office is:

Laura Ray  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a not-for-profit corporation to do business in the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 19th day of October, 2006.

  
Laura Ray, Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

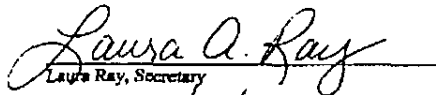
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

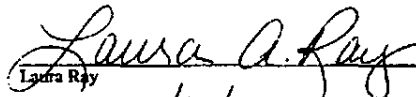
MIDDLEBROOKE AT AVE MARIA RECREATION ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Laura Ray  
c/o Pulte Home Corporation  
9148 Bonita Beach Road, Suite 102  
Bonita Springs, FL 34135

  
\_\_\_\_\_  
Laura Ray, Secretary  
DATE 10/19/06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Laura Ray  
DATE 10/19/06

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