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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAY 03 2007

**cohen&grigsby**  
*progressive law.*<sup>sm</sup>

Direct Dial 239-213-4046 · Direct Fax 239-261-1579 · amayes@cohenlaw.com

May 1, 2007

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

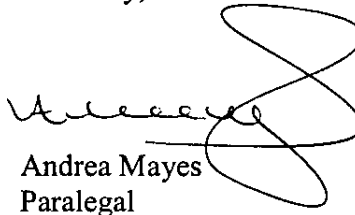
Re: Alabama & Utah Street Maintenance Association, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing with respect to the above-referenced matter, please find the original Articles of Organization of Alabama & Utah Street Maintenance Association, Inc., along with a check in the amount of \$78.75 for the filing fee. Once the Articles have been filed, please forward the certified copy and letter of acknowledgment in the envelope provided.

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

Sincerely,

  
Andrea Mayes  
Paralegal

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**ARTICLES OF INCORPORATION**  
**OF**  
**ALABAMA AND UTAH STREET MAINTENANCE**  
**ASSOCIATION, INC.**

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I**  
**Name**

The name of the corporation shall be ALABAMA AND UTAH STREET MAINTENANCE ASSOCIATION, INC., which corporation shall herein be referred to as the "Association," and whose principal place of business shall be 28191 Winthrop Circle, Bonita Springs, FL 34134.

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**ARTICLE II**  
**Purpose**

The purpose for which the corporation is organized is for the maintenance of portions of the streets known as Utah Street and Alabama Street and the associated drainage areas, as more fully described in the Declaration of Covenants for the use and benefit of the owners of the lots located on such portions of such streets situated in Lee County, Florida.

**ARTICLE III**  
**Powers**

The powers of the Association shall be, in addition to the general powers afforded a corporation not for profit under the statutory laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Association, including, but not limited to, the following:

1. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Covenants and Bylaws, and any rules and regulations of the Association, which shall include:

- (a) to make and collect assessments against members to defray the costs, expenses and losses of the street maintenance;
- (b) to use the proceeds of assessment in the exercise of its powers and duties;
- (c) to maintain, repair and replace the streets and associated drainage areas;
- (d) to reconstruct and repair the streets after casualty and to further improve the streets;
- (e) to enforce by legal means the provisions of the Declaration of Covenants, these Articles, the Bylaws of the Association and any rules and regulations for the use of the streets; and

(f) to contract for the maintenance and repair of the streets and related drainage areas and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the streets. The Association shall, however, retain at all times the powers and duties granted them by the Declaration of Covenants, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon non-profit corporations of a similar character by the provisions of Chapter 617, Florida Statutes, entitled "Florida Corporations Not For Profit," now or hereafter in force and to do any and all things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations formed to operate homeowner's associations under the provisions of Chapter 720, Florida Statutes, as amended, now or hereafter in force.

5. No compensation shall be paid to Directors for their services as Directors. Compensation, however, may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Association outside of his or her duties as a Director. In this case, compensation must be approved and advanced by the Board of Directors and the Director receiving such compensation shall not be permitted to vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the corporation.

6. All funds, and the titles to all properties acquired by this Association, and the proceeds thereof, shall be held in trust for the owners of the lots in accordance with the provisions of the Declaration of Covenants and its supporting documents.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants, together with its supporting documents.

#### **ARTICLE IV** **Membership**

The qualification of members, the manner of their admission, and the voting by members shall be as follows:

1. This corporation shall be organized without any capital stock.
2. All owners of lots situated on those certain portions of Utah and Alabama streets as more particularly described in the Declaration of Covenants, shall be members of the Association and no other persons or other entities shall be entitled to membership.
3. Other persons shall become members of the Association by the recording in the Public Records of Lee County, Florida, a Deed establishing a change of record title to a lot and the delivery to the Association of a copy of such Deed; the new owner(s) designated by such instrument, thereby becoming a member of the Association and the membership of the prior owner(s) shall at that time be terminated. Additionally, owners of lots situated on said portions of said streets who did not initially join as Members of the Association when formed, shall join at any time upon written agreement that the lot or lots owned by such owner shall be subject to the Declaration of Covenants which agreement shall run with the land.

4. The interest of any member in any part of the real property or in the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to the lot.

5. Voting by the members of ALABAMA AND UTAH STREET MAINTENANCE ASSOCIATION, INC., in the affairs of this Association shall be one (1) vote per lot. Said vote may be exercised or cast by the owner of each lot in such manner as will be provided in the Declaration of Covenants and the Bylaws adopted by the Association. Should any member own more than one lot, such member shall be entitled to cast as many votes as he owns lots in the manner provided herein and in said Bylaws and Declaration of Covenants.

#### **ARTICLE V** **Corporate Existence**

This Association shall continue to exist in perpetuity or until such time as the City of Bonita Springs or such other public entity as is then appropriate shall agree to maintain the streets and related drainage areas and shall acknowledge and/or accept a dedication of such streets and related drainage areas to the City of Bonita Springs.

#### **ARTICLE VI** **Directors**

1. The business of this Association shall be conducted by a Board of Directors having not less than three (3) nor more than five (5) Directors as shall be determined by the Bylaws and in the absence of such determination shall consist of three (3) Directors. If at any time this Condominium shall consist of five (5) or fewer units, then in that event one owner of each unit shall be a member of the Board of Directors. The initial Board of Directors shall consist of three (3) members and while the Developer is in control of the Association, the number of Directors shall be three (3).

2. The election of Directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Association. Directors shall be elected at the annual meeting of the members of the Association by the Developer (if applicable) and by the members, and they shall hold office for a one (1) year term or until their successors are duly elected. The Developer shall have the right to elect a majority of the Directors until such time as it is required by law to transfer control of the Association to unit owners.

#### **ARTICLE VII** **Directors and Officers**

The names and addresses of the first Board of Directors and the officers of the Association who shall hold office until their successors are elected and qualified are as follows:

	<u>Name</u>	<u>Address</u>
1.	Bruce A. Mazzola Director and V. President	28191 Winthrop Circle Bonita Springs, Florida 34134
2.	Eugene R. Mitchell Director and President	27400 Riverview Center Blvd. #3 Bonita Springs, Florida 34134

3. Shirley Fagnoli  
Director and Secretary

27400 Riverview Center Blvd. #3  
Bonita Springs, Florida 34134

**ARTICLE VIII**  
**Bylaws**

The Bylaws of the Association shall be adopted by the Board of Directors. The amendment, alteration or rescission of said By-laws shall be in accordance with the provisions of said Bylaws.

**ARTICLE IX**  
**Amendments to Articles of Incorporation**

1. The Articles of Incorporation may be amended by the members at any regular, special or annual meeting of the members at which a quorum is present, called for such purpose, or in the case of an annual meeting, provided notice of the proposed changes have been furnished in writing to all members or persons entitled to vote thereon, at least thirty (30) days prior to said meeting. Such amendment shall be effective when approved by at least sixty-six percent (66%) of the total number of votes to which the unit owners present and voting shall be entitled, except as provided in Paragraph 2 immediately below; provided, further, that as long as the Developer has the power to elect a majority of the Board of Directors, no amendment shall be effective without its written approval.

**ARTICLE X**  
**Assessments and Funds**

1. All assessments paid by the owners of lots for the maintenance of the streets, shall be utilized by the Association to pay for the costs of said maintenance, as set forth in the Declaration and Bylaws. The Association shall have no interest in any funds received by it through assessments on the owners of individual lots except to the extent necessary to carry out the powers vested in it as agent for said members.

2. The Association shall make no distribution of income to its members, Directors or officers, and it shall be conducted as a non-profit corporation. The refund of unused assessments to an owner paying the same shall not constitute a distribution of income.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 1<sup>st</sup> day of May, 2007.

**Address:**

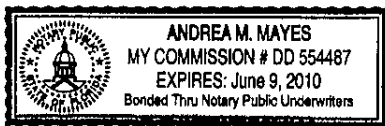
28191 Winthrop Circle  
Bonita Springs, FL 34134

**ALABAMA AND UTAH STREET MAINTENANCE  
ASSOCIATION, INC., a Florida not-for-profit corporation**

By:   
Andrew I. Solis, Incorporator

**STATE OF FLORIDA  
COUNTY OF COLLIER**

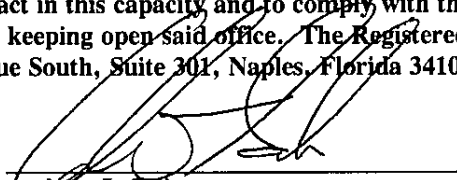
The foregoing instrument was acknowledged before me, this 1<sup>st</sup> day of May, 2007, Andrew I. Solis, as Incorporator of ALABAMA AND UTAH STREET MAINTENANCE ASSOCIATION, INC., a Florida not-for-profit corporation, for and on behalf of said corporation.



Andrea M. Mayes  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. The Registered Agent's office is located at Cohen & Grigsby, P.C., 1100 5<sup>th</sup> Avenue South, Suite 301, Naples, Florida 34102

  
\_\_\_\_\_  
Andrew I. Solis  
Registered Agent

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