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UCC FILING & SEARCH SERVICES, INC. 1574 Village Square Blvd Ste 100 Tallahassee, Florida 32309 (850) 681-6528 P

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May 22, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

East Lee Road Association, Inc.

	Filing Evidence □ Plain/Confirmation Copy	Type of Document ☐ Certificate of Status
	□ Certified Copy	☐ Certificate of Good Standing
		□ Articles Only
	Retrieval Request □ Photocopy □ Certified Copy	☑ All Charter Documents to Include Articles & Amendments☐ Fictitious Name Certificate☐ Other
	NEW FILINGS	AMENDMENTS
	Profit	Amendment
X	Non Profit	Resignation of RA Officer/Director
	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
	Other	Merger
	OTHER FILINGS	REGISTRATION/QUALIFICATION
	Annual Reports	Foreign
	Fictitious Name	Limited Liability
	Name Reservation	Reinstatement
	Reinstatement	Trademark
		Other



FLORIDA DEPARTMENT OF STATE Division of Corporations

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May 23, 2007

UCC FILING & SEARCH SERVICES, INC.

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PLEASE HONOR ORIGINAL DATE OF SUBMISSION AS FILE DATE

SUBJECT: EAST LEE ROAD ASSOCIATION, INC.

Ref. Number: W07000024785

We have received your document for EAST LEE ROAD 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):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6879.

Ruby Dunlap Regulatory Specialist New Filing Section

Letter Number: 407A00035793



ARTICLES OF INCORPORATION OF

07 MAY 23 AM ID: 52

EAST LEE ROAD ASSOCIATION, INC. SECRETARY OF STATE

SEURETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Thomas F. Kiesel, as sole incorporator, for the purposes set forth below. The street address of the incorporator to these Articles of Incorporation is: Thomas F. Kiesel, Esq., 2121 McGregor Boulevard, Fort Myers, Florida 33901.

ARTICLE I

<u>NAME</u>: The name of the corporation herein called the "Association," is EAST LEE ROAD ASSOCIATION, INC., a Florida corporation not for profit, and the principal address is c/o Franz J. Rosinus, 24080 Tuscany Court, Bonita Springs, FL 34134.

ARTICLE II

<u>PURPOSE AND POWERS</u>: The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617, Florida Statutes to oversee the administration and enforcement of the Master Covenants and Restrictions for the EAST LEE ROAD ASSOCIATION located in Lee County, Florida (the "Master Covenants").

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, the Master Covenants, the Master Association Bylaws, or the applicable provisions of the Florida Statutes, as they may hereafter be amended from time to time, including without limitation, the following:

- A. To make and collect assessments against 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 powers and duties.
- B. To protect, maintain, repair, replace and operate the Association and the Association's property.

- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the Association assets and the operation of the Association.
- F. To enforce the provisions of the Master Covenants and Restrictions, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- G. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Florida Statutes and the Declaration of Master Covenants and Restrictions to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- I. To borrow or raise money for any of the purposes of the Association, and from time to time without limit 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 of trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

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 of Master Covenants and Restrictions, these Articles of Incorporation and the Bylaws.

ARTICLE III



- A. The members of the Association shall be all of the record owners of the fee simple interests in the real property parcels comprising the property described in the declaration of master covenants and restrictions for East Lee Road Association.
- B. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to said member's unit.
- C. The owners of each real estate parcel, collectively, shall be entitled to the number of votes in Association matters as set forth in the Association Bylaws and/or Master Covenants and Restrictions. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

<u>TERM</u>: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

<u>AMENDMENTS</u>. Amendments to these Articles shall be proposed and adopted in the following manner:

- A. <u>Proposal</u>. Amendments to these Articles may be proposed by a majority of the Board or upon petition of the owners of one-fourth (1/4th) of the Voting Interests by instrument, in writing, signed by them and as provided in the Association ByLaws.
- B. <u>Procedure</u>. Upon any amendment or amendments to these Articles being proposed by said Board or member parcel 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.

- C. <u>Vote Required</u>. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- D. <u>Effective Date</u>. 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 VII

DIRECTORS AND OFFICERS.

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the 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 Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the board.

ARTICLE VIII



INITIAL DIRECTORS.

The initial Directors of the Association shall be:

The names and addresses of the Directors are as provided within the Bylaws of the corporation.

ARTICLE IX

INITIAL REGISTERED AGENT.

The initial registered office and principal place of business of the Association shall be at:

24080 Tuscany Court, Bonita Springs, FL 34134

The initial registered agent at said address shall be: Franz J. Rosinus.

ARTICLE X

<u>INDEMNIFICATION</u>:

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 may be a party because of his 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 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 Association, in a proceeding by or in the rights 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 of 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 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 XI

No portion of the net earnings of the Association will inure (upon dissolution of the Association or otherwise) to the benefit of any private person, other than as a direct result of the Association engaging in one or moer of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the costs and expenses of dissolution will be distributed in the following manner:

- A. OTHER PROPERTY. Property and interests in property, whether real, personal, or mixed, which do not constitute or which are neither directly or indirectly related to the Surface Water Management System, if any, will be distributed in the following manner:
 - (i) <u>DECLARANTS' DESIGNEE</u>. To the person, firm or corporation designated by the Declarants.
 - (ii) <u>OWNERS' DESIGNEE</u>. If the Declarants fail or refuse to make any such designation, then, to the person, firm or corporation designated by the largest number of owners entitled to cast votes on matters coming before the membership who actually cast votes.

WHEREFORE, the incorporator has caused these presents to be executed 2007. this 16th day of _______May Signed, sealed and delivered In the presence of: ACCEPT ANCE OF REGISTERED AGENT Having been named to accept service of process for EAST LEE ROAD. I Service of process Articles of Incorporation. I SCIATION, INC., at the place designated in these Articles of Incorporation. Having been named to accept service of process for EAST LEE ROAD. I Having been named to accept service of process for EAST LEE ROAD with the Articles of Incorporation, Inc., at the place designated in these and agree to comply with the ASSOCIATION, INC., at the place designated in this capacity and agree to comply with the hereby accept the appointment to act in this capacity and agree to comply hereby accept the appointment to act in this capacity. ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I the separated in these Articles of Incorporation, I and agree to comply with the separated in this capacity and agree to comply with the laws of the State of Florida in keeping open said office. nereby accept the appointment to act in this capacity and nereby accept the State of Florida in keeping open said office.