

No 7000006080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400104441784

06/19/07--01044--002 **78.75

FILED
2007 JUN 19 PM 4: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 6-19

ICARD MERRILL

ATTORNEYS & COUNSELORS

Amy S. Thompson
Attorney at Law
Admitted in
Florida and Oklahoma

June 15, 2007

2033 Main Street
Suite 600
Sarasota, FL 34237
941.366.8100
Fax: 941.366.6384
athompson@icardmerrill.com
icardmerrill.com

Department of State Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

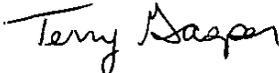
Re: Meadowview Estates of Sarasota County Homeowner Association, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Meadowview Estates of Sarasota County Homeowner Association, Inc. for filing with the State. Also enclosed is our firm check in the amount of \$78.75.

If you have any questions or concerns with the document, please feel free to contact us.

Sincerely,



Terry Gasper, Assistant to
Amy S. Thompson

tg
Encl.

FILED
2007 JUN 19 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MEADOWVIEW ESTATES OF SARASOTA COUNTY
HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED INCORPORATOR, pursuant to the laws and statutes of the State of Florida, hereby forms and incorporates a corporation not for profit, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be MEADOWVIEW ESTATES OF SARASOTA COUNTY HOMEOWNERS ASSOCIATION, INC. (also referred to herein as the "Association"), whose principal business and mailing address is 6710 Professional Parkway West, Suite 100, Sarasota, Florida, 34240.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as MEADOWVIEW ESTATES (the "Subdivision"), located in the County of Sarasota, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for Meadowview Estates (the "Declaration").

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the administration and enforcement of the provisions of the Declaration. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or Officer. 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 Declaration or Chapter 720, Florida Statutes, as they may hereafter be amended, including, but not limited to, the following:

- (1) 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.
- (2) To protect, maintain, repair, replace, and operate the common areas and common elements of the Subdivision.
- (3) To purchase insurance upon the Association property and Association

property for the protection of the Association and its members.

- (4) To reconstruct improvements after casualty and to make further improvements of the property.
- (5) To make, amend, and enforce reasonable rules and regulations governing the use of the common elements and areas, and the operation of the Association.
- (6) To enforce the provision of the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association, including without limitation, the right to require all lot owners in the Subdivision to become Members of the Association.
- (7) To contract for the management and maintenance of the Association and the association property 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.
- (8) To operate and maintain the Surface Water Management System, as such term as defined in the Declaration.
- (9) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (10) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (11) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets wherever situated, except as limited by these Articles, the Bylaws, the Declaration or Chapter 720, Florida Statutes.
- (12) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings subject to the provisions in these Articles, the Bylaws, the Declaration or Chapter 720, Florida Statutes.

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, these Articles of Incorporation, and the Bylaws. The Association shall exist in perpetuity (subject to the rights of the members thereof to dissolve the same, as more specifically provided by the Declaration, these Articles and/or the Bylaws); provided, however, in the event of any such dissolution, all of the members of the

Association shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System (as defined in the Declaration), in accordance with the requirements of the applicable Environmental Resource Permit issued by the Southwest Florida Water Management District ("SWFWMD"), unless and until an alternate entity acceptable to SWFWMD assumes responsibility.

ARTICLE IV
MEMBERSHIP AND VOTING INTERESTS

All membership and voting rights shall be as established and set forth in the Declaration and the Bylaws.

ARTICLE V
EXISTENCE

This corporation shall exist perpetually (subject to the rights of the members thereof to dissolve the same) unless dissolved according to law.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the registered agent at such address shall be Robert E. Messick, Esq. of Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.

ARTICLE VII
DIRECTORS AND OFFICERS

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws. All Directors shall be elected by the Members in the manner determined by the Bylaws. The business of the Association shall be conducted by the Officers as designated in the Bylaws. The Officers shall be elected and shall hold office as more specifically set forth in the Bylaws.

ARTICLE VIII
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and Officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
GARY T. WEISMAN	President/Director	8848 BLOOMFIELD BOULEVARD SARASOTA FL 34238

HENRY A BERLINER, JR. Treasurer/Director

4801 TELS DRIVE, SUITE F
BOWIE MD 20715

DICKSON CLEMENTS Secretary/Director
JOHN CANNON HOMES,
INC.

6710 PROFESSIONAL PARKWAY
WEST, SUITE 100
SARASOTA, FL 34240

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such. In no event, however, shall the right to indemnification as set forth herein be applicable to any of the following:

- (1) 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.
- (2) 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.
- (3) A transaction from which the Director or officer derived an improper personal benefit.
- (4) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the 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.

ARTICLE X
BYLAWS

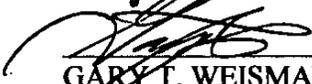
The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Directors or by petition to the Directors signed by at least twenty-five percent (25%) of the membership interest entitled to vote thereon.
- (2) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.
- (3) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles shall be adopted if it is approved by at least a majority of the membership interests of the Association entitled to vote thereon, or if it is approved in writing by at least a majority of the membership interests of the Association entitled to vote thereon, as authorized by Section 2.09 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.
- (4) Effective Date. An amendment becomes effective upon filing with the Secretary of State, and recording a certified copy thereof in the Public Records of Sarasota County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

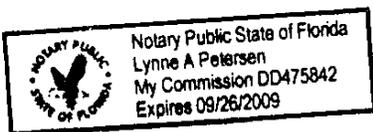
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, as of the 19th day of January, 2007.

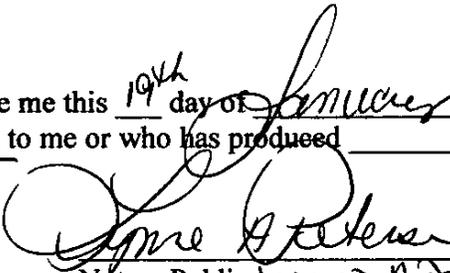


GARY T. WEISMAN
8848 BLOOMFIELD BOULEVARD
SARASOTA FL 34238

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 19th day of January, 2007, by GARY T. WEISMAN, who is personally known to me or who has produced _____ as identification.





Notary Public Lynne A. Petersen
My Commission Expires: 9.26.2009

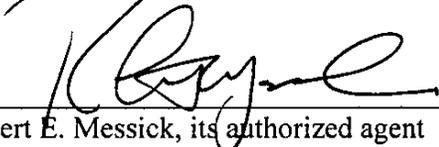
**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
MEADOWVIEW ESTATES OF SARASOTA COUNTY
HOMEOWNERS ASSOCIATION, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

DATED: _____.

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: _____


Robert E. Messick, its authorized agent
Registered Agent

FILED
2007 JUN 19 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA