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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Corkscrew Woods Homeowners Association, Inc.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: CORKSCREW WOODS HOMEOWNERS ASSOCIATION, INC.
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Exhibit "B"

2007 SEP 13 P 1:17

**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORKSCREW WOODS HOMEOWNERS ASSOCIATION, INC.

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby executes and adopts the following Articles of Incorporation (the "Articles"):

ARTICLE 1. NAME

The name of the corporation shall be CORKSCREW WOODS HOMEOWNERS ASSOCIATION, INC. (the "Association"). Its principal office and mailing address shall be 840 Gessner, Suite 1400, Houston, Texas 77024, or at such other places as may be designated, from time to time, by the Board of Directors.

ARTICLE 2. NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE 3. DURATION

The period of duration of the Association is perpetual. Existence of the Association shall commence with the filing of these Articles with the Secretary of State. If the Association is dissolved, the property consisting of the Stormwater System, as defined and set forth in that certain Declaration of Covenants and Restrictions of Corkscrew Woods, A Subdivision (the "Declaration"), and the right of access to the property containing the Stormwater System shall be conveyed to an agency of local government determined to be acceptable by the SFWMD. If it is not accepted, then the Stormwater System and the Property on which the Stormwater System is located must be dedicated to a similar non-profit corporation.

ARTICLE 4. PURPOSE

The purpose for which the Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Association (including, without limitation, those portions of the Stormwater System to be operated, maintained and managed by the Association in a manner consistent with the SFWMD permit conditions and applicable governmental regulations), and the protection of the Lots; to exercise all the powers and privileges, and to perform all duties and obligations of the Association, as defined and set forth in the Declaration to be recorded in the Public Records of Lee County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein; and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their Lots.

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ARTICLE 5. POWERS

The powers of the Association shall include and be governed by the following provisions:

5.1. **Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers granted to it as a condominium association not-for-profit under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

5.2. **Necessary Powers.** The Association shall have all of the powers reasonably necessary to exercise its rights and powers, and implement its purpose, including, without limitation, the following:

5.2.1. The power to fix, levy and collect Assessments against the Lots, as provided for in the Declaration.

5.2.2. The power to contract for services necessary to operate and maintain the Stormwater System, along with all requisite power and authority needed to operate and maintain the Stormwater System, including but not limited to the operation and maintenance of all lakes, retention areas, culverts and related appurtenances, in accordance with the SFWMD permit.

5.2.3. The power to levy and collect Assessments for the costs of maintenance and operation of any portion of the Stormwater System which is to be operated or maintained by the Association.

5.2.4. The power to expend monies collected for the purpose of paying the expenses of the Association, including, without limitation, costs and expenses of maintenance and operation of that portion of the Stormwater System for which the Association is responsible.

5.2.5. The power to manage, control, operate, maintain, repair and improve the Association Property.

5.2.6. The power to purchase supplies and material, and lease equipment required for the maintenance, repair, replacement, operation or management of the Association Property.

5.2.7. The power to insure and keep insured the Association Property, as provided in the Declaration.

5.2.8. The power to employ the personnel required for the operation and management of the Association Property.

5.2.9. The power to pay utility bills for utilities servicing the Association Property.

5.2.10. The power to pay all taxes and assessments which are liens against the Association Property.

5.2.11. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

5.2.12. The power to control and regulate the use of the Association Property.

5.2.13. The power to make reasonable rules and regulations, and to amend the same from time to time.

5.2.14. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration, and the rules and regulations promulgated by the Association from time to time.

5.2.15. The power to borrow money and to select depositories for the Association's funds; and to determine the manner of receiving, depositing and disbursing those funds, and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

5.2.16. The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Association Property and the Stormwater System.

5.2.17. The power to appoint committees as the Board of Directors may deem appropriate.

5.2.18. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the rules and regulations

5.2.19. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, and the power to be sued.

5.2.20. The power to adopt, alter and amend, or repeal the Bylaws of the Association, as may be desirable or necessary for the proper management of the Association.

5.2.21. The power to provide any and all supplemental municipal services as may be necessary or proper.

5.2.22. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the above described powers.

5.2.23. The power to own and convey real and personal property.

5.3. **Funds and Title to Properties.** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

5.4. **Limitations.** The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the Declaration and Bylaws of the Association.

ARTICLE 7. VOTING RIGHTS

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration and Bylaws.

ARTICLE 8. LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be personally liable for the debts of the Association.

ARTICLE 9. BOARD OF DIRECTORS

9.1. The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the Initial Board of Directors of the Association are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Leslie White	Chairperson/ Director	840 Gessner Road, Suite 1400 Houston, TX 77024
Jesus Gonzalez	Director	840 Gessner Road, Suite 1400 Houston, Tx 77024
Thomas Edgeller	Director	840 Gessner Road, Suite 1400 Houston, TX 77024

9.2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the

Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the Bylaws of the Association.

9.3. The method of election of the Board and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws of the Association.

ARTICLE 10. BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE 11. CONSTRUCTION

These Articles and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws.

ARTICLE 12. SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Leslie White, 840 Gessner Road, Suite 1400, Houston, TX 77024.

ARTICLE 13. INDEMNIFICATION

The Association shall indemnify its directors, officers and committee members, and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Voting Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

ARTICLE 14. OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate. The initial officers shall be appointed by the Directors at the first meeting of the Directors.

ARTICLE 15. AMENDMENT

Until the Turnover, the Board of Directors may amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting two-thirds (2/3) of the total votes in the Association in favor of such amendment.

ARTICLE 16. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be CT Corporation System and the street address of the registered office of the Association shall be 1200 South Pine Island Road, Suite 250, Plantation, Florida 33324.

ARTICLE 17. DEFINITION OF TERMS

All terms used in these Articles that are defined in the Declaration shall have the same meaning herein as therein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of September, 2007.

Leslie White
Leslie White

STATE OF TEXAS

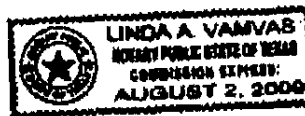
COUNTY OF Harris

THE FOREGOING INSTRUMENT was acknowledged before me this 11th day of September, 2007, by Leslie White, on behalf of the corporation, PC, who is personally known to me or () who has produced _____ as identification.

Linda A. Vamvas
Notary Public

Linda A. Vamvas
Printed Name of Notary

Comm. Number: Aug. 2, 2009



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE 16 OF THE ABOVE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AND UNDERSTAND MY DUTIES 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.

CT Corporation System

By: Celine Buge
Print Name:

Its: CORPORATE SECRETARY
SPECIAL ASSISTANT SECRETARY

Date: 9/13/07

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2007 SEP 13 P 1:17

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HARTFORD, CONNECTICUT

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