

N 07000011723

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

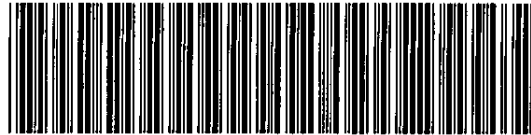
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100112889321

12/07/07--01013--002 **78.75

FILED

2007 DEC - 7 PM 4:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 7 2007

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.

ATTORNEYS AND COUNSELORS AT LAW
BANK OF AMERICA TOWER
ONE PROGRESS PLAZA, SUITE 1210
ST. PETERSBURG, FLORIDA 33701

MARY JO CARNEY
ALAN M. GROSS
UTA S. GROVE
KAREN E. MALLER
JAMES N. POWELL
DON DOUGLAS RAMSAY

www.powellcarneylaw.com

TELEPHONE
727-898-9011

FACSIMILE
727-898-9014

jnpowell@powellcarneylaw.com

lindaj@powellcarneylaw.com

December 5, 2007

Florida Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

Re: Summerland Key Cove AMD Homeowners Association, Inc.

TO WHOM IT MAY CONCERN:

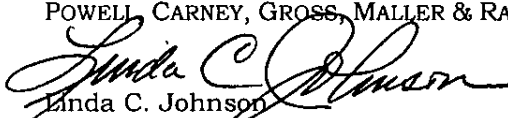
Enclosed are duplicate original Articles of Incorporation for the above referenced not for profit corporation. Also enclosed is a check in the amount of \$78.75 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$8.75 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.


Linda C. Johnson
Corporate Administrator

/lj

Enclosures: a/s

C:\000 MSW\0 Clients\E\Eidschun\001W-030W\Eidschun 019W.doc

2007 DEC -7 PM 4:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**SUMMERLAND KEY COVE AMD
HOMEOWNERS ASSOCIATION, INC.**

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.
NAME AND ADDRESS

The name of this corporation is **SUMMERLAND KEY COVE AMD HOMEOWNERS ASSOCIATION, INC.** and its mailing address is 411 Airport Drive North, Summerland Key, Florida 33042.

ARTICLE II.
PURPOSES

Section 1. This corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, the making and distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Section 2. The corporation has been created and established for the object and purposes of managing and administering open space located within the SUMMERLAND KEY COVE Plat for recreational park, lake and canals for the exclusive use and benefit of the owners of lots within the SUMMERLAND KEY COVE AMD SUBDIVISION located within Summerland Key, Monroe County, Florida, and shall have exclusive jurisdiction (subject to all governmental agencies with jurisdiction over the Common Property) over and the sole responsibility for: (a) the ownership, administration, management, regulation, care, maintenance, repair, restoration, replacement, preservation and protection of the Common Property, and the master surface water management system and its appurtenant easement and facilities; (b) the establishment, levy, imposition, enforcement and collection of all Assessments for which provision is made in the Declaration; (c) the payment of all Common Expenses and other expenses; and (d) the promotion and advancement of the health, safety and general welfare of the members of the corporation.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in the purpose clause hereof. No part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further future federal tax code, or (b) by an organization, contributions to which are

deducted under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute assets of the corporation exclusively to one or more exempt organizations with purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal offices of the corporation is then located exclusively for such purposes or to such organization, or organizations, as said court shall determined, which are organized and operated exclusively for such purposes.

ARTICLE III. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV. MEMBERS

The corporation shall have Members. The membership of this corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, who own or become owners of any real property located within the plat of SUMMERLAND ESTATES recorded in Plat Book 2, Page 167, the plat of SUMMERLAND KEY COVE recorded in Plat Book 4, Page 17 and the amended plat of SUMMERLAND KEY COVE recorded in Plat Book 4, Page 35, Public Records of Monroe County, Florida.

**ARTICLE V.
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have three (3) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Name	Address
Karl Merrill	411 Airport Drive North Summerland Key, FL 33042
Jay Marzella	155 Airport Drive North Summerland Key, FL 33042
Charles D. Eidschun	2899 Heron Place Clearwater, FL 33762

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VI.
OFFICERS**

Section 1. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Name	Office
Karl Merrill	President
Charles D. Eidschun	Secretary
Jay Marzella	Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

**ARTICLE VII.
BYLAWS**

The membership shall adopt Bylaws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

**ARTICLE VIII.
CONDUCT OF AFFAIRS**

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and the Members.

**ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is CHARLES D. EIDSCHUN, and the name of the initial registered agent of this corporation located at that address is 2899 Heron Place, Clearwater, Florida 33762.

**ARTICLE X.
SUBSCRIBERS**

The subscribers to these Articles of Incorporation are:

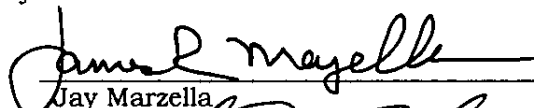

Name	Address
Karl Merrill	411 Airport Drive North Summerland Key, FL 33042
Jay Marzella	155 Airport Drive North Summerland Key, Fl 33042
Charles D. Eidschun	2899 Heron Place Clearwater, FL 33762

**ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the corporation.

THESE ARTICLES are subscribed to by:


Karl Merrill

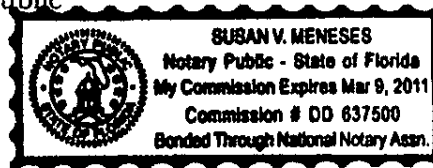

Jay Marzella

Charles D. Eidschun

STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 23 day of November, 2007, by **KARL MERRILL**, who ☐ is personally known to me, or ☐ produced a valid Florida driver's license, or Fl. Drivers License as identification.

My Commission Expires: 3/9/2011

Susan V. Meneses
Notary Public (SEAL)

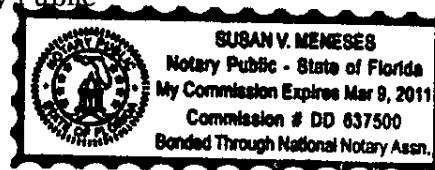


STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 23 day of November, 2007, by Jay Marzella, who ☐ is personally known to me, or ☐ produced a valid Florida driver's license, or Fl. Drivers License as identification.

My Commission Expires: 3/9/2011

Susan V. Meneses
Notary Public (SEAL)

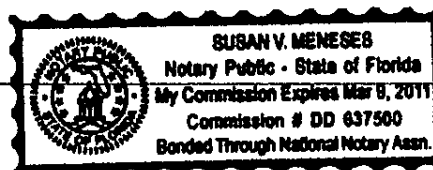


STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 23 day of November, 2007, by **CHARLES D. EIDSCHUN**, who ☐ is personally known to me, or ☐ produced a valid Florida driver's license, or Fl. Drivers License as identification.


My Commission Expires: 3/9/2011

Susan V. Meneses
Notary Public (SEAL)



ACCEPTANCE

I hereby accept to act as Initial Registered Agent for **SUMMERLAND KEY COVE AMD HOMEOWNERS ASSOCIATION, INC.**, as stated in these Articles of Incorporation.


Charles D. Eidschun