

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000262355 3)))



H090002623553ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P
Account Number : 075410002172
Phone : (239)344-1100
Fax Number : (239)344-1200

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
LA CAILLE AT QUAIL WEST NEIGHBORHOOD ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2009 DEC 22 PM 1:30

RECEIVED

09 DEC 22 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDAFLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H09000262355 3

**ARTICLES OF INCORPORATION
OF**

LA CAILLE AT QUAIL WEST NEIGHBORHOOD 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 ("Articles"):

ARTICLE 1. NAME

The name of the corporation shall be LA CAILLE AT QUAIL WEST NEIGHBORHOOD ASSOCIATION, INC. (hereinafter referred to as the "Neighborhood Association"). Its principal office and mailing address is at 9530 Marketplace Rd., St. 301, Ft. Myers, FL 33912, 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 Neighborhood Association is a not-for-profit corporation.

ARTICLE 3. DURATION

The period of duration of the Neighborhood Association is perpetual. Existence of the Neighborhood Association shall commence with the filing of these Articles with the Secretary of State.

ARTICLE 4. PURPOSE

The purpose for which the Neighborhood 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 Neighborhood Association, and the protection of the Lots; to exercise all the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association as defined and set forth in the Declaration of Covenants, Conditions and Restrictions for La Caille Neighborhood Association, Inc., as recorded in the public records of Lee County, Florida, (the "Neighborhood Declaration"), 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. All terms used herein which are defined in the Neighborhood Declaration shall have the same meaning herein as therein.

ARTICLE 5. POWERS

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

1742555v3

FAX AUDIT NO.: H09000262355 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 22 PM 1:30

FILED

FAX AUDIT NO.: H09000262355 3

5.1. Common Law and Statutory Powers. The Neighborhood Association shall have all of the common law and statutory powers granted to it as a homeowners' 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 Neighborhood Declaration.

5.2. Necessary Powers. The Neighborhood 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 Neighborhood Declaration.

5.2.2. The power to expend monies collected for the purpose of paying the expenses of the Neighborhood Association.

5.2.3. The power to manage, control, operate, maintain, repair and improve the Neighborhood Common Areas.

5.2.4. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Neighborhood Common Areas and those portions of the Lots and Dwellings which are the Neighborhood Association's responsibility.

5.2.5. The power to insure and keep insured the Neighborhood Common Areas as provided in the Neighborhood Declaration.

5.2.6. The power to employ the personnel required for the operation and management of the Neighborhood Association.

5.2.7. The power to pay utility bills for utilities serving the Neighborhood Common Areas.

5.2.8. The power to pay all taxes and assessments which are liens against the Neighborhood Common Areas.

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

5.2.10. The power to control and regulate the use of the Neighborhood Common Areas.

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

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

FAX AUDIT NO.: H09000262355 3

FAX AUDIT NO.: H09000262355 3

5.2.13. The power to borrow money and to select depositories for the Neighborhood 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.

5.2.14. 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 Neighborhood Common Areas and those portions of the Lots and Dwellings which are the Neighborhood Association's responsibility.

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

5.2.16. The power (i) to collect delinquent Assessments and fines by suit or otherwise, including Assessments and Club Charges levied by the Foundation if the Foundation requests the Neighborhood Association to collect same of their behalf, (i) to abate nuisances and (iii) to fine, enjoin or seek damages from Members for violation of the provisions of the Neighborhood Declaration, these Articles of Incorporation, the Bylaws or the rules and regulations

5.2.17. The power to bring suit and to litigate on behalf of the Neighborhood Association and the Members, subject to the terms of the Neighborhood Declaration, and the power to be sued and to defend the Neighborhood Association in court.

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

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

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

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

5.3. Funds and Title to Properties: Transfer Upon Dissolution. All funds and title to all properties acquired by the Neighborhood Association and the proceeds thereof shall be held in the name of the Neighborhood Association for the benefit of the Members in accordance with the provisions of the Neighborhood Declaration. No part of the income, if any, of the Neighborhood Association shall be distributed to the Members, directors, or officers of the Neighborhood Association. Nothing herein shall prohibit the Neighborhood Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Neighborhood Association. In the event the Neighborhood Association is dissolved, all properties owned by the Neighborhood Association, including but not limited to Neighborhood Common Areas, shall be transferred to the Quail West Foundation, Inc., or a similar not for profit entity which assumes the responsibility for maintaining the

FAX AUDIT NO.: H09000262355 3

FAX AUDIT NO.: H09000262355 3

Neighborhood Common Areas and those portions of the Dwellings which is the Neighborhood Association's responsibility.

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

ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP

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

ARTICLE 7. VOTING RIGHTS

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

ARTICLE 8. LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Neighborhood Association shall be personally liable for the debts of the Neighborhood Association, except where officers or directors of the Neighborhood Association are finally adjudged in an action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct.

ARTICLE 9. BOARD OF DIRECTORS

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

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
John S. McGarvey	President/Director	9530 Marketplace Rd., St. 301 Ft. Myers, FL 33912
William G. Price, Jr.	Vice President/Secretary/ Treasurer/Director	9530 Marketplace Rd., St. 301 Ft. Myers, FL 33912
Alan C. Freeman	Vice President/Director	13891 Jetport Loop Rd., St. 9 Ft. Myers, FL 33913

9.2. The Board of Directors shall be the persons who will manage the corporate affairs of the Neighborhood Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Neighborhood Association and will have the authority to control the affairs of the Neighborhood Association, as are more

FAX AUDIT NO.: H09000262355 3

FAX AUDIT NO.: H09000262355 3

fully set forth in the Neighborhood Declaration and the Bylaws of the Neighborhood Association.

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

ARTICLE 10. BYLAWS

The Bylaws of the Neighborhood 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 Neighborhood Declaration.

ARTICLE 11. CONSTRUCTION

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

ARTICLE 12. SOLE INCORPORATOR

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

William G. Price, Jr., 9530 Marketplace Rd., St. 301, Ft. Myers, FL 33912

ARTICLE 13. INDEMNIFICATION

The Neighborhood 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, except as to matters wherein such directors, officer, committee members and/or employees and agents shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. 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 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 Neighborhood Association may be entitled.

FAX AUDIT NO.: H09000262355 3

FAX AUDIT NO.: H09000262355 3

ARTICLE 14. OFFICERS

The affairs of the Neighborhood 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.

ARTICLE 15. AMENDMENT

Until the Turnover (as defined in the Neighborhood Declaration), 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 Neighborhood Association in favor of such amendment.

ARTICLE 16. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is William G. Price, Jr., and the street address of the registered office of the Neighborhood Association is 9530 Marketplace Rd., St. 301, Ft. Myers, FL 33912.

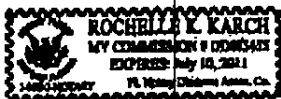
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of December, 2009.


By: William G. Price, Jr.

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of December, 2009, by William G. Price, Jr., on behalf of the corporation, (X) who is personally known to me or () who has produced _____ as identification.


Notary Public



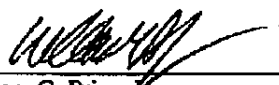
Rochelle K. Karch
Printed Name of Notary
Comm. Number: D 1268 3455

FAX AUDIT NO.: H09000262355 3

FAX AUDIT NO.: H09000262355 3

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



William G. Price, Jr.Date: 12-21-09

FILED
2009 DEC 22 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H09000262355 3

1742555v3