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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Esperanza Place Homeowners' Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dorothy Cook

Name (Printed or typed)

750 South Fifth Street

Address

Immokalee, FL 34142

City, State & Zip

239-658-3315

Daytime Telephone number

easf@earthlink.net

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ESPERANZA PLACE HOMEOWNERS' ASSOCIATION, INC. (A FLORIDA NOT-FOR-PROFIT CORPORATION)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and submits these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes. Terms which are used as defined terms herein without definition shall have the meaning ascribed to such terms in the Declaration of Covenants, Conditions and Restrictions for Esperanza Place (the "Declaration") to be recorded in the Public Records of Collier County, Florida.

ARTICLE I Corporate Name

1.1 Name. The name of this corporation is ESPERANZA PLACE HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II Address

2.1 Address/Principal Office. The initial mailing address of the Association shall be 750 South Fifth Street, Immokalee, FL 34142. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association from time to time.

ARTICLE III Purpose and Powers

3.1 Purpose. The specific purposes for which the Association is organized are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements according to the Declaration within the real property real property described in the Declaration, and to promote the health, safety and welfare of the residents within said property and any additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

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

(a) To exercise all of the common law and statutory powers of a corporation not-for-profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Collier County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To acquire (by gift, purchase or otherwise), own, hold, improve, lease, maintain, repair, replace, add to or operate the common areas or other property of the Association, including without limitation, entry medians, parking areas, front entrances and perimeter, street lighting and surface water management systems as permitted by the South Florida Water Management District or any other governmental agency;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as owners;

(f) To reconstruct improvements after casualty and make further improvements upon the real property described in the Declaration;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(j) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of each class of members, mortgage, pledge, convey by deed of trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(k) Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective without the approval of two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer, however, this provision does not apply while Class B membership exists; and

(l) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or common areas, provided that any merger or consolidation shall have the assent by vote or written instrument of two-third (2/3) of each voting class of members.

ARTICLE IV
Membership

4.1 Qualification. The Members of the Association shall consist of all Owners of Lots or Units in the Properties as defined in the Declaration, and as further provided in the Bylaws.

4.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.

4.3 Assignment of Membership Rights. 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 the Member's fee simple interest in a Lot or Unit.

4.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and Bylaws.

ARTICLE V
Term/Dissolution

5.1 Term. The period of duration of the Association shall be perpetual.

5.2 Dissolution. The Association may be dissolved upon written assent signed by members holding not less than one hundred percent (100%) of the total number of votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including, without limitation, the surface water management system) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE VI
Board of Directors

6.1 Appointment by Declarant. All directors shall be appointed by the Declarant until turnover of control of the Association to members other than the Declarant.

6.2 Number of Directors. 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 four three (3) Directors, and in the absence of such determination, shall consist of four (4) Directors.

6.3 Initial Board. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

Name

Address

Dorothy Cook

750 South Fifth Street
Immokalee, FL 34142

Edward Olesky	750 South Fifth Street Immokalee, FL 34142
Maria Adame	750 South Fifth Street Immokalee, FL 34142
Ana Salazar	750 South Fifth Street Immokalee, FL 34142

6.4 Election by Owners. Upon turnover of control of the Association to members other than the Declarant, all directors shall be elected by the Owners in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VII Officers

7.1 Generally. The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time in the Bylaws. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

7.2 Initial Officers. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>
Dorothy Cook	President
Edward R. Olesky	Vice President
Maria Adame	Secretary
Ana Salazar	Treasurer

7.3 Election of Officers. 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 Bylaws

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

ARTICLE IX

Amendments

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

(a) Until election of a majority of the Board by Members other than the Declarant, the Declarant shall have the unilateral right to amend these Articles; provided, however, that the Federal Housing Administration or the Veterans Administration shall have the right to veto any amendment proposed by Declarant.

(b) After election of a majority of the Board by Members other than the Declarant, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by voting members representing at least thirty percent (30%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the members no later than the next annual meeting for which proper notice can be given.

(c) After election of a majority of the Board by Members other than the Declarant, these Articles of Incorporation may be amended by a vote of two thirds (2/3) of the Members present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

(d) Any proposed amendment to these Articles, which would affect the surface water management system (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the South Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

(e) An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE X

Indemnification

10.1 Indemnification of Director or Officer. Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred. 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 either (a) willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor; (b) a violation of criminal law, unless the Director, Officer, or member of the Association serving the Association at its request has no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful; or (c) a transaction from which the Director, Officer, or member of the Association serving the Association at its

request derived an improper personal benefit. Notwithstanding the foregoing, in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE XI Incorporator

11.1 Name and Address. The name and address of the incorporator of these Articles of Incorporation is as follows:

Dorothy Cook
750 South Fifth Street
Immokalee, Florida 34142

ARTICLE XII Registered Office and Agent

12.1 Initial Registered Agent. The street address of the initial registered office of the Association is 750 South Fifth Street, Immokalee, FL 34142 and the name of the initial registered agent of the Association is Dorothy Cook

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 20th day of January, 2010.

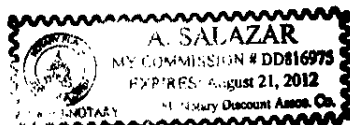
By: *Dorothy Cook*
Dorothy Cook
Its: Incorporator

STATE OF FLORIDA

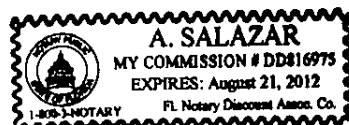
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20 day of January, 2010, by Dorothy Cook, who ☒ is personally known to me or ☐ produced _____ as identification.

(Seal)

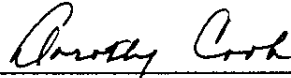


A. Salazar
Notary Public
Printed Name: ASA LAZAR
My Commission Expires: 8-21-2012



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment 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.



Dorothy Cook
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA