

Division of Corporations  
Electronic Filing Cover Sheet



1-25-10



January 27, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SALVATORI & WOOD, BUCKEL & WEIDENMILLER, P.L.

SUBJECT: EDINGTON PLACE HOMEOWNERS ASSOCIATION, INC.  
REF: W10000004155

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H10000018051  
Letter Number: 010A00002187

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**ARTICLES OF INCORPORATION  
OF  
EDINGTON PLACE HOMEOWNERS ASSOCIATION, INC.**

**FILED**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned who are of full age, do hereby certify:

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation is **EDINGTON PLACE HOMEOWNERS ASSOCIATION, INC.**

The office of the association is located at Salvatori, Wood, Buckel & Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

The name and address of the Registered Agent is Leo J. Salvatori, Esq., Manager, Salvatori, Wood, Buckel & Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108, (239) 552-4100.

The terms used in these Articles shall have the definitions as provided in Article I of the Declaration of Covenants, Conditions and Restrictions for Edlington Place (the "Declaration").

**ARTICLE II  
PURPOSE AND POWERS OF THE ASSOCIATION**

The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and control of the properties within Edlington Place, a planned residential community located in Collier County, Florida, in accordance with the "Declaration of Covenants, Conditions and Restrictions for Edlington Place," herein called the "Declaration," which is to be recorded in the Public Records of Collier County, Florida, as the same may be amended from time to time. The Association shall have the further purpose of promoting the health, safety and welfare of the Lot Owners and residents of Edlington Place, consistent with the Declaration, these Articles and the Bylaws of the Association, and the other documents relating to the operation and maintenance of Edlington Place. The Association shall have the purpose and power of serving as a Homeowners Association under Chapter 720, Florida Statutes.

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Lots and Common Areas within that certain tract of property located in Collier County, Florida, known as "Edlington Place" pursuant to the provisions of the Declaration, and to promote the betterment of the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

- A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property, to be recorded in the Public Records of Collier County,

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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 at length;

B. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise. Such powers, rights and privileges may include but are not limited to, the power to:

1. own and convey property;
2. operate and maintain common property;
3. establish rules and regulations;
4. assess members and enforce said assessments;
5. sue and be sued; and
6. contract for services and operation and maintenance of the Property.

#### **ARTICLE III** **MEMBERSHIP**

Every person or entity who is a record owner of a Lot in Edington Place, which Lot, pursuant to the Declaration, is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of Lot which is subject to assessment by the Association.

#### **ARTICLE IV** **VOTING RIGHTS**

Members, including the Declarant, shall be entitled to voting rights as provided in the Bylaws of the Association.

#### **ARTICLE V** **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors of at least three (3) members who shall initially be appointed by the Declarant. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

**NAME**

**ADDRESS**

Timothy K. Hoelter

3234 North Lake Drive  
Milwaukee, WI 53211

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Robert J. Peret

c/o Roberts Roofing & Siding, Inc.  
4927 N. Lydell Avenue  
Glendale, WI 53217

Edward Kileen

1050 Lone Tree Road  
Elm Grove, WI 53122

#### **ARTICLE VI** **INDEMNIFICATION**

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. In the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

The Board of Directors may purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums shall be paid by the Lot Owners of the Association as part of the common expenses.

#### **ARTICLE VII** **DURATION**

The Corporation shall exist perpetually.

#### **ARTICLE VIII** **AMENDMENTS**

Subject to the rights of the Declarant as provided in the Bylaws of the Corporation, amendments of these Articles shall require the consent of three-fourths (3/4ths) of the members entitled to vote, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the Association or members as provided in the Declaration. Amendments to the Bylaws may be made at a regular or special meeting of the members or by a vote of the majority of a quorum of the voting representatives present in person.

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**ARTICLE IX  
NOT FOR PROFIT STATUS**

In compliance with the requirements of Chapter 617, Florida Statutes, the Corporation shall issue no stock, and no dividends shall be paid and no part of the income of the Corporation shall be distributed to the members, directors or officers.

**ARTICLE X  
OFFICERS**

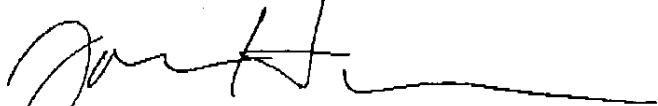
There shall be a President, Vice President, Secretary and Treasurer of the Corporation. The initial officers of the Corporation are as follows:

President	Timothy K. Hoelter
Vice President	Robert J. Peret
Secretary/Treasurer	Edward Kileen

**ARTICLE XI  
INCORPORATOR**

The name and address of the incorporator is John D. Humphreville, 9132 Strada Place, Fourth Floor, Naples, FL 34108.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 27th day of January, 2010.

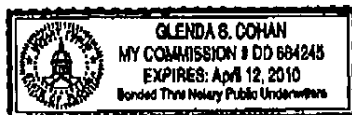
  
John D. Humphreville, Esquire

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared John D. Humphreville, Esquire, who is personally known to me and who acknowledged before me that he executed the foregoing Articles of Incorporation this 27th day of January, 2010.

  
NOTARY PUBLIC (SEAL)

My Commission Expires:



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**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND  
REGISTERED OFFICE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **EDINGTON PLACE HOMEOWNERS ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Leo J. Salvatori, Esq., Manager, Salvatori, Wood, Buckel & Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, FL 34108, (239) 562-4100, State of Florida, as its agent to accept service of process within the State.

**ACCEPTANCE**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to accept and act in this capacity and comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Salvatori, Wood, Buckel &  
Weidenmiller, P.L.

Dated: January 27, 2010

By Leo J. Salvatori, as Manager

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 27<sup>th</sup> day of January, 2010, by Leo J. Salvatori, as Manager of Salvatori, Wood, Buckel & Weidenmiller, P.L., a Florida professional limited liability company, who is personally known to me.

Glenda S. Cohan  
NOTARY PUBLIC (SEAL)

My Commission Expires:



**FILED**  
2010 JAN 27 A 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA