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1 of 2

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FLORIDA PROFIT/NON PROFIT CORPORATION
Meridian Village Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
MERIDIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name and Address of Corporation

The name and address of this Association (hereinafter the "Association") shall be:

MERIDIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.
2670 Horseshoe Drive N., Suite 201
Naples, FL 34104

ARTICLE II

Purposes

ROCK CREEK HOLDINGS, LLC, a Florida limited liability company, its successors and assigns (collectively referred to herein as "Declarant"), is developing certain property in Collier County, Florida (hereinafter the "Property"). The Property is more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements for Meridian Village (hereinafter the "Declaration"). Terms not otherwise contained herein shall have the meaning ascribed to them in the Declaration. The purpose of this Association is to own, lease, maintain, operate, and/or administer certain property within or related to the Property, and to carry out its rights and duties set forth in the Declaration.

ARTICLE III

Powers and Limitations

Section 1. The Association shall have the power:

- a. To own, sell, lease, operate, maintain, and administer the Common Area and other property within or related to the Property in accordance with the Declaration.
- b. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within the Property.
- c. To carry out all the powers and duties vested in the Association pursuant to these Articles of Incorporation and the Bylaws of the Association, and pursuant to the Declaration.
- d. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights, and privileges granted to or conferred upon corporations of similar character by the provisions of Florida Statutes.

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e. To engage professional management agents to manage its affairs, and pay a fee therefor.

f. To grant easements and leases to any third party over, under, through, and/or across the Common Areas, for or without compensation to this Association, without any need to obtain the approval or joinder of any Member or lienholder thereof.

g. To assess Owners, and enforce such Assessments in accordance with the Declaration.

Section 2. The Association is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

Section 3. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for Members.

Section 4. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV **Corporate Existence**

This Association shall have perpetual existence unless sooner dissolved by law. The Association may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by the Declarant prior to Turnover, and thereafter by an affirmative vote of all of the total voting interests.

ARTICLE V **Qualifications for Members and Manner of Admission and Voting Rights**

Section 1. All Owners shall be Members of the Association. An Owner shall automatically be a Member of the Association upon the recording in the Public Records of Collier County, of the document evidencing the Owner's fee simple title to a Parcel.

Section 2. Voting rights shall be established in accordance with the Declaration and Bylaws.

ARTICLE VI **Directors**

Section 1. The business of this Association shall be conducted by a Board of Directors, consisting of not less than three (3) or more than five (5) Directors. The initial Board of Directors shall consist of three (3) Directors.

Section 2. The election of Directors, their removal and the filling of vacancies of the Board of Directors shall be in accordance with the Bylaws of this Association.

Section 3. The Directors herein named shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign.

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whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws of this Association.

ARTICLE VII

Officers

The affairs of the Association shall be managed by a president, vice president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Association shall be:

President -	L. Rogers Wells, Jr.
Vice President -	Michael H. Metcalf
Secretary/Treasurer	Gary S. Bell

ARTICLE VIII

Names and Post Office Addresses of Directors

The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Association shall be:

1. L. Rogers Wells, Jr.
2670 Horseshoe Drive North, Suite 201
Naples, FL 34104
2. Michael H. Metcalf
2670 Horseshoe Drive North, Suite 201
Naples, FL 34104
3. Gary S. Bell
P.O. Box 122
Edmonton, KY 42129

ARTICLE IX

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X

Indemnification

Section 1. The Association shall indemnify any Director or Officer of the Association (collectively referred to herein as the "Indemnities" and individually referred to herein as an "Indemnitee"), made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding. This indemnification shall extend to any action of a

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judicial, administrative, criminal, or investigative nature (including, but not limited to, an action by the Association), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his capacity as an officer or Director. In any such action, the Indemnitee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnitee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption, that any such Indemnitee acted with gross negligence or willful misconduct.

Section 2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and former Officers.

Section 3. The Association shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of this Association against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer are entitled by law, pursuant to the Declaration and/or Bylaw, or otherwise.

ARTICLE XI

Transactions in Which Directors or Officers are Interested

No contract or transaction between the Association and one (1) or more of its Officers or Directors, or between the Association or any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are Directors or Officers of this Association, or have a financial interest in this Association, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at, or participates in the meeting of the board of committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Directors or Officers of the Association shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XII

Amendments

Section 1. These Articles of Incorporation may be amended upon:

- a. Prior to Turnover, by the Declarant.
- b. After Turnover, the affirmative vote of at least two-thirds (2/3rds) of the entire membership of the Board of Directors, and of at least two-thirds (2/3rds) of the total voting rights in the Association.

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Section 2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Collier County, Florida.

ARTICLE XIII
Incorporation

The name and post office address of the Incorporator of these Articles of Incorporation is Leo J. Salvatori, Esq., Salvatori, Wood, Buckel, Carmichael & Lottes, 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

ARTICLE XIV
Initial Registered Agent

The street address of the initial registered office for this Association is 9132 Strada Place, Fourth Floor, Naples, Florida 34108, and the name of the initial registered agent of this Association is Salvatori, Wood, Buckel, Carmichael, & Lottes.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgement of the foregoing Articles of Incorporation, this 8th day of January, 2014, which Articles are to be filed in the Office of the Secretary of State.

**SALVATORI, WOOD, BUCKEL,
CARMICHAEL & LOTTES**

By: _____

Leo J. Salvatori, as Manager

**STATE OF FLORIDA
COUNTY OF COLLIER**

The foregoing instrument was acknowledged before me this 8th day of January, 2014, by LEO J. SALVATORI, ESQ., Incorporator of MERIDIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me.

NOTARY PUBLIC



DEBRA K. BLACKWELL
MY COMMISSION # FF 020781
EXPIRES: August 26, 2017
Bonded thru Notary Public Underwriters

TYPED OR PRINTED NAME OF NOTARY
MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First, that **MERIDIAN VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named **SALVATORI, WOOD, BUCKEL, CARMICHAEL & LOTTES**, 9132 Strada Place, Fourth Floor, Naples, Florida 34108, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

**SALVATORI, WOOD, BUCKEL,
CARMICHAEL & LOTTES**

By. _____

Leo J. Salvatori, as Manager
Registered Agent

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