

N 93000005779

(Requestor's Name)

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PICK-UP WAIT MAIL

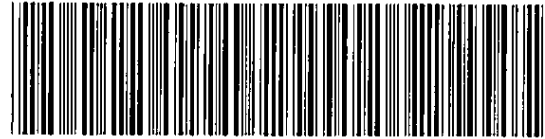
(Business Entity Name)

(Document Number)

Copies _____ Certificates of Status _____

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Dominique C. Rihs
Attorney at Law

111 N. N. RIVER DRIVE • NAPLES, FL 34102 • (813) 441-1845

November 10, 1993

NP 93-0005179

RE: EAGLE POINTE ASSOCIATION, INC.
BAYVIEW II ASSOCIATION, INC.

Dear Sir:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of Eagle Pointe Association, Inc. and Bayview II Association, Inc., both Florida non profit corporations, to be filed together with the requisite fee of \$70.00, each. Please return a file-stamped copy to the undersigned.

If you have any questions, please do not hesitate to contact this office.

Sincerely,

Dominique C. Rihs

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Enclosures

MAIL ROOM 11/17/93

ARTICLES OF INCORPORATION
OF
EAGLE POINTE ASSOCIATION, INC.

A Corporation Not for Profit

FILED
NOV 12 1981
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF LEE
FLORIDA

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

EAGLE POINTE ASSOCIATION, INC. (the "Association") and its principal address and registered agent address is 10200 Maddox Lane, Bonita Springs, Florida, 33923.

II.

The purposes and objectives of the Association shall be to administer the operation and management of EAGLE POINTE, A CONDOMINIUM, (the "Condominium"), to be established as a phase condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Lee County, Florida, described in Exhibit 1 of the Declaration of Condominium, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-laws of the Association which will be adopted (the "By-laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Lee County, Florida, when the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

3. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By-laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or part of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

IV.

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

A. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of

law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, (the "Voting Interest") which Voting Interest may be exercised or cast by the owner(s) of each Unit as will be provided for in the By-laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) Voting Interest for each such Unit, in the manner provided by the By-laws.

E. Until such time as the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Lee County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurers, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent,

agency, and/or other managerial and supervisory personnel for the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

The number of members of the first Board of Directors shall be three. The number of members of succeeding Board of Directors shall be not less than three, or as otherwise provided for from time to time by the By-laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-laws. At least a majority of the members of all Board of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

The Developer shall have the right to appoint the members of the board of directors for so long as the law will permit it to do so. Unit owners, other than the Developer, shall have the right to elect such directors at such time and in such manner as the law requires. The Developer shall have the right to elect, in the manner provided in the By-laws one (1) member of the Board of Directors so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors in the same manner as any other member of the Association. After Unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within the time required by law and in the manner to be provided in the By-laws, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and of the Association held or controlled by the Developer.

IX.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and business addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed and thereafter until their successors are selected and have qualified, are as follows:

Mr. Lawrence A. Gay
10200 Maddox Lane
Bonita Springs, FL 33923

Ms. Kimberly D. Moore
10200 Maddox Lane
Bonita Springs, FL 33923

Ms. Pamela Pass
10200 Maddox Lane
Bonita Springs, FL 33923

XI.

The Subscribers to these Articles of Incorporation and their respective business addresses, are set forth below:

Mr. Lawrence A. Gay
10200 Maddox Lane
Bonita Springs, FL 33923

Ms. Kimberly D. Moore
10200 Maddox Lane
Bonita Springs, FL 33923

Ms. Pamela Pass
10200 Maddox Lane
Bonita Springs, FL 33923

XII.

The Officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-laws, and have qualified, shall be the following

President	Lawrence A. Gay
Vice President/Secretary	Kimberly D. Moore
Asst. Secretary/Treasurer	Pamela Pass

XIII.

The original By-laws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors is present, and, thereafter, the By-laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

XIV.


Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with 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, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.

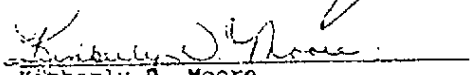
XV.


An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the Units in the Condominium in order for such amendment

or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Lee County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 8th day of November, 1993.



Lawrence A. Gay

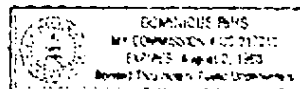

Kimberly D. Moore


Pamela Pass

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 8th day of November, 1993, by, Lawrence A. Gay, Kimberly D. Moore and Pamela Pass, on behalf of the non profit corporation. They are personally known to me or did produce their driver's licenses as identification and did not take an oath.


NOTARY PUBLIC
Dominique C. Rihs
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091, 617.023,
and 607.034, the following is submitted:

EAGLE POINTE ASSOCIATION, INC., desiring to organize as a non
profit corporation under the laws of the State of Florida, has
designated 10200 Maddox Lane, Bonita Springs, Florida, 33927, as
its initial Registered Office, and has named Kimberly D. Moore,
located at said address, as its initial Registered Agent.


KIMBERLY D. MOORE

Having been named Registered Agent for the above stated
corporation, at the designated Registered Office, the undersigned
hereby accepts said appointment, and agrees to comply with the
provisions of Florida Statutes Section 48.091, 617.023, and 607.034
relative to keeping open said office.


KIMBERLY D. MOORE
REGISTERED AGENT

FILED
NOV 11 2001
CLERK OF THE COURT
STATE OF FLORIDA
SOUTHERN DISTRICT

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

APPROVED
AND
FILED

CLERK 14 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1994		FLORIDA DEPARTMENT OF STATE 500 South Secretary of State DIVISION OF CORPORATIONS	
1. Corporation Name EAGLE POINTE ASSOCIATION, INC		DOCUMENT # N93000005179 (7)	
Mailing Address 10200 MADDOX LANE BONITA SPRINGS FL 33923		Principal Place of Business 10200 MADDOX LANE BONITA SPRINGS FL 33923	
DO NOT WRITE IN THIS SPACE			
2. Mailing Address		3. Date of Incorporation 11/12/1993	
2a. Principal Place of Business		4. Filing Fee 65-0471837	
2b. State, Apt. #, etc.		5. Filing Fee \$8.75	
2c. City & State		6. Filing Fee \$5.00	
2d. County		7. Filing Fee \$5.00	
2e. Zip		8. Filing Fee \$5.00	
9. Name and Address of Current Registered Agent MOORE KIMBERLY D 10200 MADDOX LANE BONITA SPRINGS FL 33923		10. Name and Address of New Registered Agent	
11. I, the undersigned, being duly qualified, hereby certify that the above information is true and correct to the best of my knowledge and belief, and I am a resident of the State of Florida.		DATE:	
12. OFFICERS AND DIRECTORS		13. CHANGES TO OFFICERS AND DIRECTORS, IF ANY	
NAME	P.O. BOX	NAME	ADDRESS
GAY LAWRENCE A	10200 MADDOX LANE BONITA SPRINGS FL 33923		
MOORE KIMBERLY D	10200 MADDOX LANE BONITA SPRINGS FL 33923		
PASS PAMELA	10200 MADDOX LANE BONITA SPRINGS FL 33923		
SIGNATURE: <i>Pamela Pass</i>		DATE: 2/7/94	
NAME: Pamela Pass		TELEPHONE: 613-992-2800	

FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00

CORPORATION
ANNUAL REPORT
1995



DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

95 JUL 18 AM 8:12
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOCUMENT # **N9300005179**

EAGLE POINT ASSOCIATION, INC.

Principal Place of Business: 187 Forest Lakes Blvd. Naples, FL 33942
Mailing Address: 187 Forest Lakes Blvd. Naples, FL 33942

DO NOT WRITE IN THIS SPACE

1. Date Incorporated or Qualified	3a. Date of Last Report
11/8/93	
4. FBI Number	Approved For
65-0471837	By Secretary
5. Certificate of Status Owing	\$6.75 Additional Fee Required
6. Election Campaign Finance Trust Fund Contribution	\$5.00 May Be Applied to Fees
7. Impromptu with FIS (Section 7 Tax Exempt Status)	\$66.75 Supplemental Fee Not Required
8. This corporation has liability for registration purposes in Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

2. Principal Place of Business	2a. Mailing Address
21. State, Apt. #, etc.	26. State, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
Robert T. Gracey 187 Forest Lakes Blvd. Naples, FL	81. Name 82. Street Address (P.O. Box Number & First Address) 83. 84. City

11. Pursuant to the provisions of Sections 607.0502 and 607.1103, Florida Statutes, this election-informed corporation submits this statement for the purpose of changing its registered agent or both, in the State of Florida. Such change was authorized by the corporation's board of directors. Thereby, we warrant the information registered agent to be true with, and except the designations of, Section 607.0505, Florida Statutes.

SIGNATURE: *Robert T. Gracey* DATE: *6/30/95*

12. OFFICERS AND DIRECTORS		13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS	
12a. NAME	12b. ADDRESS	13a. NAME	13b. ADDRESS
PD GAY, LAWRENCE 10200 Maddox Lane Bonita Springs, FL 33923	VP/SD MOORE, KIMBERLY 10200 Maddox Lane Bonita Springs, FL 33923	DELETE	DELETE
TD PASS, PAMELA 10200 Maddox Lane Bonita Springs, FL 33923			
		PD Hummel Brown PO Box 3521 Bonita Springs, FLA 33910	DELETE
		DELETE Donald P. Johnson PO Box 3521 Bonita Springs, FL 33910	DELETE

14. I hereby certify that the information submitted with this report is a true and correct statement of the facts and is not based on the information stated in Section 11B of this Florida Statute. I warrant that the information is true and correct and that I am not aware of any information that would cause the same to be false or misleading.

SIGNATURE: *Robert T. Gracey* DATE: *6/30/95*