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DIV OF CORPORATIONS

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STATE OF FLORIDA SUITE 2
409 EAST GAINES STREET PUNTA GORDA FL 33950-5295
TALLAHASSEE, FL 32399 CONTACT: JAMES E MOORE III
FAX: (904) 922-4000 PHONE: (813) 637-1955
FAX: (813) 637-8485

(((H95000003634))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION, INC.
FAX AUDIT NUMBER: H95000003634 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/29/1995 TIME REQUESTED: 16:22:32
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morihain
Secretary of State

March 30, 1995

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PUNTA GORDA, FL

SUBJECT: FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION, INC.
REF: W95000006981

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loris Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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SECRETARY OF
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Not-For-Profit Corporation)

The undersigned subscribers, each of whom is a natural person of lawful age and otherwise legally competent to enter into a contract and to associate with each other for the purpose of forming a not-for-profit corporation organized under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

NAME

The name of this corporation is Forgotten Eden Property Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

DEFINITIONS

All definitions in the Declaration of Covenants, Conditions and Restrictions, as may be amended from time to time (hereinafter referred to as the "Declaration") to be recorded in the Public Records of Charlotte County, Florida ("Public Records"), are incorporated by reference herein for all intents and purposes.

ARTICLE III

PURPOSE

Section 1. The primary purpose of Association is to preserve and enhance the property values, to maintain Easement Areas, to provide for the use and enjoyment of the properties within Forgotten Eden, an unplatted subdivision located and being in Charlotte County, Florida and to provide an entity to administer and manage the affairs of the corporation.

Section 2. Association shall be and constitute the corporation to which reference is made in the Declaration to perform the obligations, duties and responsibilities of the corporation, and to exercise the rights, powers and privileges of the corporation, as specified therein, in the By-Laws, and as provided by law.

Section 3. Association does not expect or intend to produce or acquire financial gain or profit and it shall make no distributions of income to its Members nor pay any compensation to its Officers and Directors, except as may be provided in Association's By-Laws.

Section 4. Association is formed to perform, discharge and exercise the purposes, powers, rights, responsibilities and privileges proscribed herein as well as in the Declaration and in the By-Laws and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Chapter 718, Florida Statutes.

TEL-163542.1
James E. Moore, III
Attorney at Law
1625 W. Marion Avenue, Suite 2
Punta Gorda, FL 33950
(813)637-1955
Fla Bar No. 115634

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ARTICLE IV

POWERS

Section 1. Association shall have all of the common law and statutory powers of a not-for-profit corporation that are not in conflict with the terms of these Articles, the Declaration, or the By-Laws of this Association.

Section 2. In addition to said common law and statutory powers, Association shall have all of the powers reasonably necessary or desirable to perform and discharge the obligations, duties and responsibilities, and to exercise the rights, powers and privileges set forth in, and not in conflict with, these Articles, the By-Laws, and the Declaration, including without limitation the following:

- A. To own, maintain and operate real and personal property including, without limitation, to operate and maintain property to be used in common by all of the Members of Association and designated as Easement Areas in the Declaration filed in the Public Records.
- B. To enforce any and all covenants, restrictions and agreements applicable to the Easement Areas and to the Parcels in the Property in accordance with the Declaration, as amended from time to time, and filed of record in the Public Records.
- C. To acquire, construct, maintain and operate the Easement Areas including, without limitation, any recreational amenities, landscaping, and surface water management system thereon as provided in the Declaration.
- D. To make and perform any contracts, do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any purposes and objectives enumerated herein.
- E. To levy, collect and enforce assessments against members as provided in the Declaration.
- F. To purchase insurance on the property maintained, administered and operated by Association as well as insurance for the protection of Association and its Officers and Directors as provided in the Declaration.
- G. To finance the improvements and infrastructure on the Easement Areas as well as the repair, replacement, renovation and improvement of same from time to time and the reconstruction of improvements after casualty.
- H. To make, enforce and amend reasonable Rules and Regulations concerning the use of the Easement Areas.
- I. To employ the contractors or personnel necessary to perform the services required for the proper operation of the Property as required by the Declaration.
- J. To sue or be sued.

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ARTICLE V

TERM

The corporation shall have a perpetual existence.

ARTICLE VI

INCORPORATORS

The names and residences of the subscribers of these Articles of Incorporation are as follows:

James E. Moore III

840 Portofino Drive
Punta Gorda, Florida 33960

ARTICLE VII

MEMBERSHIP

Each Owner of a Parcel in the Property shall be a member of Association as provided in the Declaration and the By-Laws. The authorized number, qualifications, and manner of admission of Members of Association, the property, voting and other rights and privileges of Members, the liability of Members for assessments and the method of collection thereof and the termination and transfer of membership are more fully set forth in the By-Laws of Association and in the Declaration.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than 3 directors. The number of directors provided for in these Articles of Incorporation may be changed as set forth in the Bylaws.

(B) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

ARTICLE IX

REGISTERED/PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. The address of this corporation's initial registered and principal office in the State of Florida is 1826 West Marion Avenue, Suite 2, Punta Gorda, Florida 33960.

Section 2. The name of this corporation's initial registered agent at the above address is James E. Moore, III.

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ARTICLE X

INDEMNIFICATION

Section 1. Indemnification. Association, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of Association, by reason of the fact that he was or is a director or officer of the corporation or is or was a director or officer of the corporation who is or was serving at the request of Association as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 807.0894 of the Florida Business Association Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by Association expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Association as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. Association may, by action of its Board of Directors, provide indemnification to employees and agents of Association with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by Association within 30 days after a written claim has been received by Association, the claimant may at any time thereafter bring suit against Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to Association) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Association Act for Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on Association. Neither the failure of Association (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Association Act, nor an actual determination by Association (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested

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directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

Section 4. Indemnity. Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise 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 corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. Sayings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, Association shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of Association as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote. Amendments may be adopted by a vote of at least three-fourths (3/4) of the votes cast by Voting Members (as defined in the By-Laws) at a regular or special meeting of the Members of the corporation.

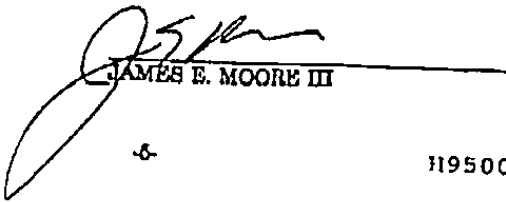
ARTICLE XII

DISSOLUTION

Association shall be dissolved and its affairs wound up by a one hundred percent (100%) vote of the Members entitled to vote at a meeting called for such purpose. In the event of dissolution, property of Association shall be distributed after payment of, or adequate provision for, the debts and obligations of the corporation, to its Members as permitted by the court having jurisdiction thereof; provided, however, no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. If the Association is dissolved, surface water management systems easements on the Property, if any, shall be assigned or conveyed to an appropriate agency of local government and that if not accepted, the surface water management system easements, if any, shall be dedicated to a similar non-profit corporation.

The undersigned subscribers of this corporation have, for the purposes of forming this not-for-profit corporation under the laws of the State of Florida, executed these Articles of Incorporation on this 24th day of March, 1995.

(SEAL)


JAMES E. MOORE III

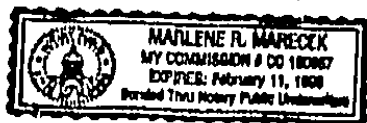
STATE OF FLORIDA
COUNTY OF CHARLOTTE

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I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared James E. Moore III, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to said Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 30 day of MARCH, 1995.

My Commission Expires: 2/11/96



Marlene R. Marecek
Notary Public-State of Florida
Print Name: MARLENE R. MARECEK
Commission No.: CC180962
(SEAL)

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION, INC. desires to become a not-for-profit corporation organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Charlotte, State of Florida, and accordingly, hereby designates said place of business as the address at which process upon said corporation may be served and names James E. Moore, III, 1625 West Marion Avenue, Suite 2, Punta Gorda, Florida 33950, County of Charlotte, State of Florida, as its agent at said address to accept service of process within the State.

ACKNOWLEDGEMENT:

The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, does hereby acknowledge said nomination and agrees to act in said capacity, and further agree to comply with the provisions of said Act relative to keeping said office during the hours required under the Act.

Registered Agent

James E. Moore III
JAMES E. MOORE III

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95 MAR 30 PM 4:24
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1625 W MARION AVE
SUITE 2
PUNTA GORDA FL 33950-5295
CONTACT: JAMES E MOORE III
PHONE: (941) 637-1955
FAX: (941) 637-8485

((H96000010776))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION,
INC.

FAX AUDIT NUMBER: H96000010776
DATE REQUESTED: 08/02/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
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**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION, INC.**

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the Corporation is: FORGOTTEN EDEN PROPERTY OWNERS ASSOCIATION, INC.

2. The following amendment of the articles of incorporation were adopted by unanimous vote of the Board of Directors and all of the Members of the Corporation on April 7, 1995, in the manner prescribed by the Florida Not For Profit Corporation Act:

Article I of the Articles of Incorporation of Forgotten Eden Property Owners Association, Inc., is amended to read as follows:

ARTICLE I

NAME

The name of this corporation is HERON'S COVE PROPERTY OWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Association").

Dated: July 31, 1996.

FORGOTTEN EDEN PROPERTY
OWNERS ASSOCIATION, INC.

By: _____
Director

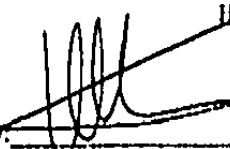
By: _____
Director

James E. Moore, II, Esq.
Peper, Martin, Jensen, Michael and Hastings
1828 Punta Gorda, FL 33950
(941) 837-1888
FL Bar #115834

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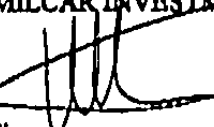
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TALLAHASSEE, FLORIDA

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By: 

Director

AMILCAR INVESTMENTS, LTD.

By: 

Member

Print Name: Wouter van SchijpTitle: Managing DirectorSTATE OF FLORIDA
COUNTY OF CHARLOTTE

Subscribed and sworn to before me on the 13TH day of JUNE, 1996, by
JOSE GARCIA, who is personally known to me or who has produced
as identification and who did (did not) take an oath.

My Commission Expires

2-11-2000Marlene R. MarecekPrint Name: MARLENE R. MARECEK
NOTARY PUBLICSerial Number: CC 524803STATE OF FLORIDA
COUNTY OF CHARLOTTE

Subscribed and sworn to before me on the 13TH day of JUNE, 1996, by
FRANS MARET, who is personally known to me or who has produced
as identification and who did (did not) take an oath.

My Commission Expires:

2-11-2000Marlene R. MarecekPrint Name: MARLENE R. MARECEK
NOTARY PUBLICSerial Number: CC 524803STATE OF FLORIDA
COUNTY OF CHARLOTTE

Subscribed and sworn to before me on the 11th day of July, 1996, by

H96000010776

Walter Van Schuylen, who is personally known to be or who has produced
as identification and who did not take an oath.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF CHARLOTTE

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA
Print Name: _____
Serial Number: _____
JAMES E. MOORE, III
MY COMMISSION # CC 825434
EXPIRES: November 7, 1997
Bonded thru Notary Public Underwriters

Subscribed and sworn to before me on the 31 day of July, 1996 by
Walter Van Schuylen, as Attorney of AMILCAR INVESTMENTS, LTD.
who is personally known to be or who has produced _____
identification and who did not take an oath.

My Commission Expires:

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA
Print Name: _____
Serial Number: _____
JAMES E. MOORE, III
MY COMMISSION # CC 825434
EXPIRES: November 7, 1997
Bonded thru Notary Public Underwriters

James E. Moore, III, Esq.
Peper, Martin, Jensen, Malchuk and Hedlaga
1825 West Marion Avenue, Suite 2
Punta Gorda, FL 33960
941/337-1855
FL BAR # 115634

H96000010776