

STEWART & KEYES
ATTORNEYS AT LAW

1834 HENDRY STREET
P.O. DRAWER 700
FORT MYERS, FL 33902-0700

WILLIAM L. STEWART
WILLIAM A. KEYES, JR.

(813) 334-7477
FAX (813) 334-7444

N95000001691
APR 11 4 19 95

700001448707
-04/06/95--01075--004
****122.50 ****122.50

Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Att: Charter Section

Re: Northbrook Property Owners' Association, Inc.

Dear Madam:

Enclosed are duly executed original and copy of the Certificate of Incorporation and Certificate designating Registered Agent for Northbrook Property Owners' Association, Inc.

Also enclosed is our ~~firm~~ check for \$122.50 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	.35.00
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your cooperation in this regard.

Very truly yours,

STEWART & KEYES


William L. Stewart

APR 10 1995 BSB

WLS:11b/#9801-7

Enclosures

ARTICLES OF INCORPORATION
OF
NORTHBROOK PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
27 APR -6 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Name

The name of this corporation is NORTHBROOK PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

Purpose

This corporation is organized for the following purposes:

(a) To establish a corporate residential community property owners' association which will, subject to any Declaration of Protective Covenants filed with respect to the property in Blocks 1 to 16, Florimond Manor Subdivision, Plat Book 7, Page 6, Lee County, Florida, as such declarations may from time to time be amended (the "Declaration"), have the specific purposes and powers described below.

(b) To acquire (by gift, purchase or otherwise) all or any portion of any roads and road right-of-ways, gate and entry wall easement areas or other common areas within said property, some or all of which may be developed as a residential community to be known as "Florimond Manor/Oakbrook".

(c) To maintain, repair, replace, and approve, operate and manage such common and private areas and structures as may be placed under the jurisdiction of this corporation, including without limitations: all property described in subparagraph (b) above, any Water Management System approved by any governmental agency; drainage easements; private roads, entry wall structures, irrigation systems and street lights.

(d) To provide for architectural control regulation of all single family residences and appurtenances with Florimond Manor which, by the Declarations or otherwise, are made subject to such regulation.

(e) To promote the health, safety and welfare of the residents of the residential community to be known as Florimond Manor.

(f) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this corporation.

(g) To enforce the provisions of the Declaration and By-Laws or Rules and Regulations consistent with such Declarations now existing or hereafter adopted by whatever legal means are available under Florida law.

(h) The purposes of this corporation will not include or permit pecuniary gain or profit nor distribution of its income to its members, officers or directors.

ARTICLE.III

Term.of.Existence

This corporation is to exist perpetually unless terminated and in the event of such termination, the corporation shall be dissolved in accordance with law.

ARTICLE.IV

Qualification.of.Members

The owner of each residential parcel in the property described as follows:

Blocks 1 through 16, of that certain subdivision known as FLORIMOND MANOR, according to Map or Plat thereof on file, recorded in the office of the Clerk of the Circuit Court, Lee County, Florida, in Plat Book 7, page 6.

shall by virtue of such ownership be a member of this corporation, with such reasonable requirements as may be contained in the By-Laws.

ARTICLE.V

Subscribers

The name and residence of the subscriber to these Articles are:

Charles E. Mayhugh, Jr.
1919-15 Courtney Drive
Fort Myers, Florida 33901

ARTICLE.VI

Officers

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	- Charles E. Mayhugh, Jr.
Vice President	- Deborah Woyden
Secretary/Treasurer	- Julie Beasley

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII

Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	ADDRESS
Charles E. Mayhugh, Jr.	1919-15 Courtney Drive Fort Myers, FL 33901

NAME	ADDRESS
Deborah Woyden	6688 Dabney ST. FT. MYERS, FLA. 33912
Julie Beasley	6872 Dabney ST. Ft. Myers, FLA. 33912

ARTICLE.VIII

BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE.IX

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds (2/3) vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of the intention to submit such amendments.

ARTICLE.X

Location

The street address of the initial registered office of this corporation is 1919-15 Courtney Drive, Fort Myers, Florida, 33901, and the name of the initial registered agent of this corporation at that address is CHARLES E. MAYHUGH, JR.

ARTICLE XI

Non-Profit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII

Dues

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII

Powers

This corporation shall have and exercise all rights and powers conferred upon corporations under the common law and statutes of the State of Florida consistent with the Articles and the Declarations. This corporation shall also have all of the powers and authority reasonably necessary or appropriate to the operations and regulation of a residential community subject to the Declarations, as they may from time to time be amended, including but not limited to the following:

(a) To exercise all the powers and privileges and to perform all the duties and obligations of the "Association" as defined in the Declarations, which Declarations are incorporated herein by reference.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens by

the Association pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this corporation, including all licenses, taxes or governmental charges levied or imposed against the property of this corporation.

(c) To enforce any and all covenants, conditions, restrictions, and agreements available to the residential community known as Florimond Manor, but only insofar as such powers of enforcement are conferred upon the Association by the Declaration.

(d) To pay taxes, if any, on the common properties and facilities.

(e) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain and convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of this corporation in the manner provided by these Articles.

(f) To hold all property deeded to this corporation in trust for the use and benefit of residents of Florimond Manor.

(g) To enter into a contract with any individual or entity as may be selected by the Board of Directors to perform or accomplish any or all of the purposes of this corporation, under such terms and conditions and for such compensation as the Board of Directors may consider in the best interest of the Corporation.

(h) To purchase such insurance as the Board of Directors may deem necessary for this Corporation.

(i) Subject always to the Declarations, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(j) To make and establish Rules and Regulations governing the use and operation of all common areas.

ARTICLE XIV

Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.

Section 2. The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

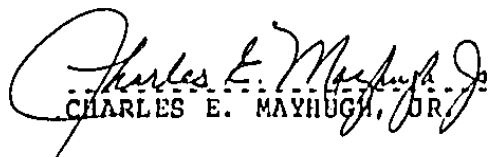
ARTICLE XV

Distribution of Assets Upon Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and in the event of dissolution or final liquidation of this organization, all of its assets, remaining after the payment of all costs and expenses of such dissolution or final liquidation, both real and personal, shall be dedicated to an appropriate public agency or utility to be devoted to the purposes as nearly as practicable to the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets be granted, conveyed and assigned to any non profit corporation, association, trust or

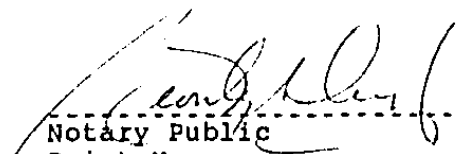
other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the corporation. No such disposition of corporation properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the Florimond Manor Subdivision unless made in accordance with the provisions of such covenants and deeds.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set my hand and seal this 31st day of March, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


CHARLES E. MAYHUGH, JR.


STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of March, 1995, by CHARLES E. MAYHUGH, JR., ☒ who is personally known to me, or ☐ who has produced his _____ as identification and who did not take an oath.


Notary Public
Print Name:
Commission Number: 00221177

My Commission Expires:

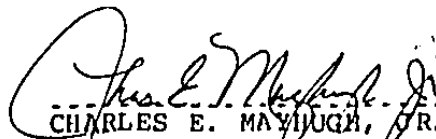
[Seal]

 BEVERLY ANN DUFF
My Comm Exp. 9/20/96
Bonded By Service Ins
No. CC221177
116610

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

First, that NORTHBROOK PROPERTY OWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1919-15 Courtney Drive, in the City of Fort Myers, County of Lee, State of Florida 33901, has named CHARLES E. MAYHUGH, JR., located at 1919-15 Courtney Drive, City of Fort Myers, County of Lee, State of Florida 33901 as its agent to accept service of process within this State. ACKNOWLEDGMENT:

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


CHARLES E. MAYHUGH, JR.
Registered Agent
FILED
MAR 13 1995
CLERK OF COURT
LEE COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of March, 1995, by CHARLES E. MAYHUGH, JR., [X] who is personally known to me, or [] who has produced his as identification and who did not take an oath.


Notary Public

Print Name:

Commission Number: CC-21177

My Commission Expires:

[Seal]



BEVERLY ANN DUFF
My Comm Exp. 9/20/96
Bonded By Service Ins
No. CC221177
Notary Public