

6/06/96

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CHERRY & SPENCER, P.A.

1665 PALM BEACH LAKES BLVD.

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

W. PALM BEACH FL 33401-00000 00

CONTACT: JULIE N KRAUSS

PHONE: (407) 471-7767

FAX: (407) 471-7974

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: CYPRESS LINKS HOMEOWNERS ASSOCIATION, INC.

FAX AUDIT NUMBER: H96000007970

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/06/1996

TIME REQUESTED: 14:41:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072100000272

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ELECTRONIC FILING COVER SHEET

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1665 PALM BEACH LAKES BLVD.

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

W. PALM BEACH FL 33401-00000

FAN: H96000007970

ARTICLES OF INCORPORATION
OF
CYPRESS LINKS HOMEOWNERS ASSOCIATION, INC.

(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes:

ARTICLE INAME

The name of the corporation shall be Cypress Links Homeowners Association, Inc. (hereinafter referred to as the "Association"). Its principal office shall be at 801 Laurel Oak Drive, Suite 500, Naples, FL 33963 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE IINOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE IIIDURATION

The period of duration of the Association is perpetual. Existence of the Association shall commence with the filing of these Articles with the Secretary of State.

ARTICLE IVPURPOSE

The purpose for which the Association is organized is to further the interests of the Owners to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Club Membership and Protective Covenants for Cypress Links (the "Declaration") to be recorded in the public records of Lee County, Florida, including the establishment and enforcement of payment of Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their Homes. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

THIS DOCUMENT WAS PREPARED BY

Marc I. Spencer, Esq.
CHERRY & SPENCER, P.A.
1665 Palm Beach Lakes Blvd., Ste. 600
West Palm Beach, Florida 33401
(561) 471-7767
Florida Bar No: 0508950
FAN: H96000007970

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ARTICLE V

POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- A. The power to fix, levy and collect adequate Assessments against Homes, as provided for in the Declaration.
- B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Association.
- C. The power to manage, control, operate, maintain, repair and improve the Common Property, if any.
- D. The power to insure and keep insured the Common Property, if any.
- E. The power to employ the personnel required for the operation and management of the Association.
- F. The power to control and regulate the use of the Property.
- G. The power to make reasonable Rules and Regulations and to amend the same from time to time.
- H. The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the Rules and Regulations promulgated by the Association from time to time.
- I. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.
- J. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind.
- K. The power to appoint committees as the Board of Directors may deem appropriate.
- L. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Owners for violation of the provisions of the Declaration, these Articles of Incorporation, the By-laws or the Rules and Regulations.
- M. The power to bring suit and to litigate on behalf of the Association and the Association Members.

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N. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

O. The power to possess, employ and exercise all powers necessary or desirable to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Owners in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Owners, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing services rendered to the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and By-laws. The Board of Directors shall have full authority and right to carry out and implement powers of the Association, subject to any right granted to the Association Members to vote on some of these Articles, the By-laws and applicable law.

ARTICLE VI

QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided in the By-Laws of the Association.

ARTICLE VII

VOTING RIGHTS

The Association Members shall have the right to vote only on Association matters as provided in the Declaration, By-laws and applicable law.

ARTICLE VIII

LIABILITY FOR DEBTS

Neither the Association Members nor the officers or directors of the Association shall be liable for the debts of the Association.

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ARTICLE IBOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Association are:

<u>Name</u>	<u>Address</u>
Jerry Schmoyer	801 Laurel Oak Drive Suite 500 Naples, FL 33963
Doug Schwartz	801 Laurel Oak Drive Suite 500 Naples, FL 33963
Vivien Hastings	801 Laurel Oak Drive Suite 500 Naples, FL 33963

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the By-Laws of the Association.

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

ARTICLE XBY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE XICONSTRUCTION

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

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ARTICLE XIISOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Marc I. Spencer

Cherry & Spencer, P.A.
1665 Palm Beach Lakes Blvd.
Suite 600
West Palm Beach, FL 33401

ARTICLE XIIIOFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

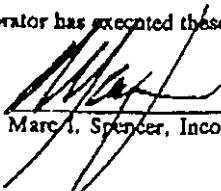
ARTICLE XIVAMENDMENT

Amendments to these Articles of Incorporation shall require the affirmative vote of Association Members casting seventy-five percent (75%) of the total votes in the Association in favor of such amendment.

ARTICLE XVREGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Vivien Hastings, and the street address of the registered office of the Association shall be 801 Laurel Oak Drive, Suite 500, Naples, FL 33963.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of June, 1996.


Marc I. Spencer, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MARC I. SPENCER, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 7th day of June, 1996.


Notary Public

(Official Seal)



JACKIE FEINSTEIN
My Comm Exp. 2/27/99
Bonded By Service Inc
No. CC198934
2/ Formerly Known 11/08/19

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06/11/96 09:25 CHERRY & SPENCER + SOG-CORP

NO. 712 P007/007

FAN: H96000007970

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

DATE

William Keady
JUNE 7, 1996

FILED
96 JUN 11 11:26
SECRET
MAIL

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