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1201 HAYS STREET  
FORT MYERS, FL 33901  
800-342-8086



PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 025436 9347A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 19, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 025436

CUSTOMER NO: 9347A

100001899351  
-07/19/96--01031--025  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Linda Mintz, Legal Assistant  
GOLDBERG GOLDSTEIN & BUCKLEY

1515 Broadway Street  
P. O. Box 2366  
Fort Myers, FL 33901

DOMESTIC FILING

NAME: SHADOWMOSS HOMEOWNERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

cf  
7/19/96

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 19 PM 3:18

ARTICLES OF INCORPORATION  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 19 PM 3:18

SHADOWMOSS HOMEOWNERS ASSOCIATION, INC.  
A Not For Profit Florida Corporation

WE, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is SHADOWMOSS HOMEOWNERS ASSOCIATION, INC. The principal office is located at 3434 Cleveland Avenue, Fort Myers, Florida 33901.

ARTICLE II

The specific primary purposes for which this corporation is organized are to provide for maintenance of the grounds, including trimming, fertilizing, and insecticide on plantings, plus mowing and edging the laws, and collecting and disbursing the charges therefore. In furtherance of such purposes, the corporation shall have the power to:

a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions (the Declaration) applicable to the development and to be recorded in the Public Records of Charlotte County, Florida.

b) Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

c) Acquire (by gift, purchase or otherwise), own, hold and improve, building upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

d) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter

EXHIBIT "B"

617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

#### ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association.

#### ARTICLE IV

The period of duration of the Association shall be perpetual.

#### ARTICLE V

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

<u>Name</u>	<u>Address</u>
RONALD KAPELA	3434 Cleveland Avenue Fort Myers, Florida 33901
LAWRENCE POVIA	3434 Cleveland Avenue Fort Myers, Florida 33901
DEAN BALLANTINE	3434 Cleveland Avenue Fort Myers, Florida 33901

#### ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the members.

## ARTICLE VII

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
RONALD KAPELA	President
LAWRENCE POVIA	Vice President
DEAN BALLANTINE	Secretary/Treasurer

## ARTICLE VIII

The number of persons constituting the first Board of Directors of the Association shall be three (3) and thereafter the membership shall consist of not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
RONALD KAPELA	3434 Cleveland Avenue Fort Myers, Florida 33901
LAWRENCE POVIA	3434 Cleveland Avenue Fort Myers, Florida 33901
DEAN BALLANTINE	3434 Cleveland Avenue Fort Myers, Florida 33901

## ARTICLE IX

The ByLaws of the Association may be made, altered or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present in person or by proxy at such meeting, except that the initial ByLaws of the Association shall be made and adopted by the Board of Directors.

## ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of voting members existing at the time of such meeting.

ARTICLE XI

On dissolution the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE XII

The initial registered agent of the corporation shall be RONALD KAPELA and the initial registered address of the corporation shall be 3430 Cleveland Avenue, Fort Myers, Florida 33901.

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

  
RONALD KAPELA, REGISTERED AGENT

ARTICLE XIII

The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XIV

Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19<sup>th</sup> day of March, 1993.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 19 PM 3:18

Witnesses:

Karen H. Smith

Margaret Korn

Meri L. Liska

Ronald Kapela  
RONALD KAPELA

Lawrence Povia  
LAWRENCE POVIA

Dean Ballantine  
DEAN BALLANTINE

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19<sup>th</sup>  
day of March, 1993, by RONALD KAPELA, LAWRENCE POVIA and  
DEAN BALLANTINE, on behalf of the Corporation. They are known to  
me and did take an oath.

Notary Public, State of Florida at Large  
My Commission Expires Dec. 2, 1995  
Bonded thru Agent's Notary Brokerage

Margaret Korn  
Margaret Korn  
Type in print name  
Notary Public  
CC164490  
Serial Number

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