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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 134244 6258A

AUTHORIZATION :

*Patricia Pizzit*

COST LIMIT : \$ 70.00

ORDER DATE : October 28, 1996

ORDER TIME : 10:30 AM

ORDER NO. : 134244-005

CUSTOMER NO: 6258A

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CUSTOMER: Nancy Warner, Legal Assistant  
BOND SCHOENECK & KING, P.A.

Suite 107  
1167 Third Street South  
Naples, FL 339407098

DOMESTIC FILING

NAME: PELICAN LAKE PROPERTY OWNERS  
ASSOCIATION OF COLLIER  
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*Dmc 10/28/96*

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TALLAHASSEE, FLORIDA

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96 OCT 28 PM 12:46

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PELICAN LAKE PROPERTY OWNERS ASSOCIATION OF COLLIER COUNTY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby voluntarily associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I

NAME:

The name of the corporation is PELICAN LAKE PROPERTY OWNERS ASSOCIATION OF COLLIER COUNTY, INC. For convenience, the corporation shall be referred to in this instrument as "Association."

ARTICLE II

PURPOSE:

This corporation is organized to establish a residential homeowners' association of the owners of Lots in the subdivision known as PELICAN LAKE R.V. RESORT (hereafter "PELICAN LAKE") in Naples, Collier County, Florida, (the "subdivision") as it may exist or be expanded from time to time. This organization shall have the following specific purposes:

1. To provide for the maintenance of such areas and structures as may be placed under the jurisdiction of this Association.
2. To promote the health, safety and welfare of the residents within PELICAN LAKE.
3. The purpose 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

#### POWERS:

This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration of Covenants, Conditions and Restrictions for PELICAN LAKE R.V. RESORT, and as amended as may be recorded from time to time in the Public Records of Collier County, Florida, (the "Declaration"). This corporation shall also have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential subdivision subject to the Declaration, as it 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 Declaration.
- (b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- (c) To enforce the terms and provisions of the Declaration and any and all other covenants, conditions, restrictions and agreements available to the subdivision known as PELICAN LAKE R.V. RESORT.
- (d) To pay taxes, if any, on the Common Areas and facilities.
- (e) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise, dispose of real or personal property in connection with the affairs of the Association.
- (f) To dedicate, sell or transfer all or any part of the Common Areas, if any, to any public agency, authority, or utility for such purposes and subject such conditions as may be agreed to by the members.
- (g) To borrow money, and with the assent of three-fourths (3/4) of the voting members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger or consolidation or annexation shall have the assent of three-fourths (3/4) of the voting members.

(i) To make and amend reasonable regulations respecting the use of Common Areas, provided, however, that all such regulations and their amendments shall not be in conflict with any provision of the Declaration.

(j) To operate and maintain any surface water management system as permitted by the South Florida Water Management District, including any and all lakes, retention areas, culverts and related appurtenances.

(k) Subject always to the Declaration, 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.

#### ARTICLE IV

##### MEMBERSHIP:

The Association shall have two (2) classes of membership.

Class A Membership. Class A Members shall be all Owners of Lots in Pelican Lake, with the exception of the Developer, so long as it is a Class B Member. Said Class A membership shall be appurtenant to ownership of each Lot (as said term is defined in the Declaration) and shall not be separable from the ownership of any Lot.

Class B Membership. Developer, or any person or entity who is assigned the rights of the developer under the Declaration, shall be the sole Class B Member of the Association. Class B membership shall continue until all Lots have been sold by Developer or until Developer elects to convert its Class B Membership to Class A Membership.

#### ARTICLE V

##### VOTING:

Voting by Members in the affairs of the Association shall be as follows:

(a) Number of Votes.

(i) Each Class A Member shall be entitled to one (1) vote for each Lot of which such Member is the Owner.

(ii) The Class B Member shall be entitled to four (4) votes for each Lot it owns.

## ARTICLE VI

### BOARD OF DIRECTORS:

The affairs of this corporation shall be managed by a Board of Directors, who need not be members of this corporation. The initial Board shall consist of three (3) Directors. The number of Directors may be increased by the By-Laws of this corporation, but shall never be less than three (3) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Norman W. Wilder	2330 W. Joppa Road, Suite 210 Lutherville, MD 21093
James O. Stevens	5770 20th Avenue S.W. Naples, FL 34116
David N. Sexton	1167 Third Street South, Suite 107 Naples, FL 34102

The Directors may, by By-Law, fix the term of office for all Directors. However, unless contrary provisions are made by By-Law, each Director's term of office shall be for one (1) year, but all Directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting, of this corporation an election of Board Members as more particularly set out in the By-Laws. However, Directors, if re-elected, may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the corporation. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the members or of the Board of Directors of the corporation may be held within or without the State of Florida.

#### ARTICLE VII

##### OFFICERS:

The affairs of this Association shall be administered by a President, Vice President, Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Treasurer	Norman W. Wilder	2330 W. Joppa Road, Suite 210 Lutherville, MD 21093
Vice President/Secretary	James O. Stevens	5770 20th Avenue S.W. Naples, FL 34116

#### ARTICLE VIII

##### DISSOLUTION:

This Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the voting interest of the membership. Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, including the surface water management system, shall be dedicated or conveyed to an appropriate public agency to be used for purposes similar to those for which this corporation was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this corporation.

#### ARTICLE IX

##### BY-LAWS:

The first By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE X**

**DURATION:**

This corporation shall have perpetual existence.

**ARTICLE XI**

**AMENDMENTS:**

Amendments to these Articles shall be proposed by the Board of Directors and adopted by a majority of the voting interests of the members of the corporation at any annual or special meeting for that purpose, provided that the full text of any proposed amendment shall be included in the notice of such special meeting and provided further that the voting requirements specified for any action under any provision of these Articles shall apply also to any amendment of such provision, and no amendment shall be effective to impair or dilute the rights of members that are governed by the Declaration.

**ARTICLE XII**

**SUBSCRIBERS:**

The name and address of the subscribing incorporator of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
David N. Sexton	1167 Third Street South, Suite 107 Naples, FL 34102

**ARTICLE XIII**

**INDEMNIFICATION:**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of 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 that person is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's

duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement. 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.

ARTICLE XIV

ADDRESS:

The address of the principal office and the mailing address of the corporation is 1167 Third Street South, Suite 107, Naples, Florida 34102.

ARTICLE XV

REGISTERED OFFICE:

The address of the corporation's initial registered office is:

1167 Third Street South, Suite 107  
Naples, Florida 34102

The name of the corporation's initial registered agent at the above address is:

David N. Sexton

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the state of Florida, I, the undersigned, constituting the subscribing incorporator of this corporation, have, executed these Articles of Incorporation this 25<sup>th</sup> day of October, 1996.

SUBSCRIBER:



David N. Sexton

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of  
October, 1996.

Nancy S. Warner  
NOTARY PUBLIC  
My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept services of process for PELICAN LAKE PROPERTY OWNERS ASSOCIATION OF COLLIER COUNTY, INC. at the place designated in the Articles of Incorporation, David N. Sexton agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping, open such office.

David N. Sexton

David N. Sexton

Date: October 25, 1996