

N96000005658



13 NORTH OAK STREET
LAKE PLACID, FLORIDA 33852
TELEPHONE: (941) 465-1111
FAX: (941) 465-8100

FILED
96 OCT 30 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 16, 1996

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-10/18/96-01086--007
****122.50 ****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

W96-22380

RE: THE COVE PROPERTY OWNERS' ASSOCIATION, INC.

Gentlemen:

Please find enclosed Articles of Incorporation, in duplicate, regarding the above matter. I would appreciate your filing same and have enclosed my check in the sum of \$122.50 representing the filing fee.

Please return a certified copy of the Articles to my office. Please let me know if additional monies are required. Thank you for your cooperation.

Respectfully yours,

Michael A. Rider

MAR/gf
Encls.

Gul _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VI
DATE 11-5-96
DOC. EXAM JP

11-5-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

MICHAEL A. RIDER, ESQ.
13 NORTH OAK STREET
LAKE PLACID, FL 33852

SUBJECT: THE COVE PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W96000022380

We have received your document for THE COVE PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00048485

The necessary correction
has been made in
Article VI.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE COVE PROPERTY OWNERS' ASSOCIATION, INC.

(A Non-Profit Corporation)

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

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

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

A. To operate, maintain, manage and control certain real property in Highlands County, Florida, known as The Cove, specifically including but not limited to the common property and the surface water management system as permitted by the Southwest Florida Water Management District, and to determine, levy, collect and enforce annual and special assessments for such purposes in accordance with the terms of these Articles of Incorporation, the By-Laws of this corporation, and the Declaration of Restrictions recorded in the public records of Highlands County, Florida pertaining to The Cove. The corporation shall be conducted as a non-profit corporation.

B. To own, rent, lease, sell, convey, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.

C. To receive donations, gifts, or bequests of money or other property.

D. To contract debts and to borrow money, and to execute mortgages, notes and other evidences of indebtedness.

E. To establish rules and regulations.

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this Article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or by these Articles of Incorporation.

G. To carry out any of the purposes or powers set forth in this Article in any state of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

H. The purposes or powers set forth in this Article are not in limitation of, but in addition to, the general powers conferred upon non-profit corporations in Florida.

ARTICLE III. MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

A. The owners of all lots in The Cove shall be members of the corporation, and no other persons or entities shall be entitled to membership. Membership shall be mandatory. Each lot shall be entitled to one vote.

B. Membership shall be established by the acquisition of fee title to a lot, and the membership of any party shall be automatically terminated upon his being divested of title to all lots.

C. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot.

D. Each member shall be subject to and governed by these Articles of Incorporation, the By-Laws of the corporation, and the

Declaration of Restrictions.

E. Each lot shall bear an equal portion of the Association expenses.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the corporation in the State of Florida is 5703 Main Street, New Port Richey, Florida 34652. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, and a Treasurer. Officers who are to serve until the first election of officers are:

NAME	OFFICE
Alton D. Rogers	President
Jason B. Rogers	Vice-President
Lester Mallett	Secretary/Treasurer

Annual meetings will be on the second Wednesday of December of each year, beginning in 1997. The time and manner of the election of these *directors* shall be fixed by the By-laws of the corporation.

ARTICLE VII. DIRECTORS

The corporation shall be managed by a Board of not less than three directors. Directors who are to serve until the first election of directors are:

NAME	ADDRESS
Alton D. Rogers	5703 Main Street New Port Richey, FL 34652
Jason B. Rogers	5703 Main Street New Port Richey, FL 34652
Lester Mallett	5703 Main Street New Port Richey, FL 34652

ARTICLE VIII. SUBSCRIBERS

The names and street addresses of each subscriber to these Articles of Incorporation are:

NAME	ADDRESS
Alton D. Rogers	5703 Main Street New Port Richey, FL 34652
Jason B. Rogers	5703 Main Street New Port Richey, FL 34652
Lester Mallett	5703 Main Street New Port Richey, FL 34652

The subscribers of these Articles of Incorporation hereby assign to this corporation their rights under the Florida Statutes.

ARTICLE IX. ASSESSMENTS

The private property of the members shall not be subject to the payment of corporate debts of the corporation. However, this provision shall not in any manner limit the obligation of each member to pay their respective assessment to the corporation, nor limit the right of the corporation to determine, levy, collect and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles of Incorporation, the By-Laws and the Declaration of Restrictions. Each lot shall bear an equal portion of the Association expenses.

ARTICLE X. LIABILITY

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. 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 XI. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in the By-Laws in the manner now or hereafter prescribed by law. Each amendment must be approved by a three-fourths majority of the votes of members entitled to vote thereon.

ARTICLE XII. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation, the property consisting of the

surface water management system shall be conveyed to an appropriate agency of local government, and all other corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations. If that property is not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

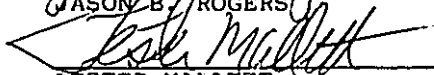
ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office 5703 Main Street, New Port Richey, FL 34652, and its registered agent, Alton D. Rogers, who is located at the same address for service of process.

IN WITNESS THEREOF, we, the undersigned subscribers, have hereunto set our hands and seals this 15 day of FEBRUARY, 1996, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


ALTON D. ROGERS


JASON B. ROGERS


LESTER MALLETT

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I hereby certify that the foregoing instrument was acknowledged before me this 15 day of FEBRUARY, 1996, by Alton D. Rogers, Jason B. Rogers and Lester Mallett, who are personally known to me and who did not take an oath.


NOTARY PUBLIC

My Commission Expires

(SEAL)



"OFFICIAL SEAL"

Michael A. Rider

My Commission Expires 8/24/98
Commission #CC 397120

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


ALTON D. ROGERS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA