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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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MEMORANDUM

To: Sunda
From: Trudy *(Trudy)*
Re: Iminokalee Habitat for Humanity, Inc. Purchase
from Turner Corporation
Date: December 4, 1996

000002021490--4
-12/06/96--01006--001
***122.50 ***122.50

Enclosed is an original and one copy of the Articles of Incorporation of Bullard Subdivision Home Owners Association, Inc. Please file the Articles with the Secretary of State and return the certified copy to us. The charges should be cost advanced to Immokalee Habitat for Humanity, Client Number 49837.001.

Thanks for your help.

RECEIVED
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JON

enclosures as stated

5*MSUNDA

D. BROWN DEC - 5 1996

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ARTICLES OF INCORPORATION

OF

BULLARD SUBDIVISION HOME OWNERS ASSOCIATION, INC.

A Corporation Not-For-Profit

The undersigned, acting as Incorporator of a not-for-profit corporation, under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: BULLARD SUBDIVISION HOME OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II - PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the property and structures placed under the jurisdiction of the Association, and to perform the acts and duties incident to operation and management of the Association in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Restrictions (the "Declaration"), which will be recorded in the Public Records of Collier County, Florida; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Association Property to the extent necessary or convenient in the administration of the Association. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers conferred on a property owners association by law and which are reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Operate, maintain, repair and where necessary improve the Drainage Easements and Conservation Easements, as such term is defined in the Declaration of Restrictions of Bullard Subdivision (the "Declaration"). All of the Drainage Easements and Conservation Easements shall be maintained so as to achieve the level of performance of said Drainage Easements and Conservation Easements as originally planned and constructed and otherwise provide the property with reasonable and adequate drainage.

2. Construct any additional facilities or structures necessary to maintain said level of service.

3. Control and remove detrimental aquatic plants and other vegetation from the Drainage Easements and Conservation Easements within the property by chemical and/or mechanical methods.

4. Maintain the Drainage Easements and Conservation Easements to the extent that such maintenance and upkeep is not otherwise performed by a member in accordance with these Articles, the By-Laws of the Association or the Declaration, which maintenance shall not include the mowing of grass and the clearing of refuse from all Drainage Easements.

5. Levy and collect assessments against members of the Association to defray the expenses of the Association, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Association Property, which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.

6. Contract for the management of the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the By-Laws.

7. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Association Property or property under its jurisdiction which may from time to time be established.

8. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration.

9. Provide and/or arrange for all services which the law permits to be provided by a property owners association.

ARTICLE IV - MEMBERS

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

A. The record owners of all Lots made subject to the Declaration of Restrictions of Bullard Subdivision shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a Lot in Bullard Subdivision, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his or her entire fee ownership in such Lot.

C. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the lot owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote a Member shall be entitled to one (1) vote for each Lot owned or governed by the Member ("Voting Interest").

The Voting Interest may be exercised or cast by the Members as will be provided for in the By-Laws.

ARTICLE V - DURATION

The Association shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The initial principal office of the Association is located at 640 N. 9th Street, Immokalee, Florida 33934-1671.

ARTICLE VII - DIRECTORS

A. The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be not less than three (3), or as otherwise provided for from time to time by the By-Laws, and they shall be elected by the Members of the Association at the annual meetings of the membership as provided by the By-Laws. The members of all Boards of Directors shall be Members of the Association or shall be an officer of a corporate Member of the Association.

B. Immokalee Habitat for Humanity, Inc., a Florida corporation not for profit, (the "Declarant"), shall have the right to designate the members of the Board of Directors for so long as the law will permit it to do so. Notwithstanding the foregoing, the Declarant shall be entitled at any time to waive in writing its rights hereunder, and to transfer control of the Association to the owners prior to the times required by law. After owners other than the Declarant elect the members of the Board of Directors, the Declarant shall, within the time required by law and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the owners and of the Association held or controlled by the Declarant.

C. The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

1. Edmund H. Sorenson
640 N. 9th Street
Immokalee, FL 33934-1671

2. Charles C. Smith
640 N. 9th Street
Immokalee, FL 33934-1671
3. Peter Schweirs
640 N. 9th Street
Immokalee, FL 33934-1671

ARTICLE VIII - OFFICERS

A. The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

B. The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President	- Edmund H. Sorenson
Vice President	- Charles C. Smith
Secretary	- Suzanne Foster
Treasurer	- Peter Schweirs

ARTICLE IX - INCORPORATOR

The Incorporator to these Articles of Incorporation and his address is set forth below:

Edmund H. Sorenson
Immokalee Habitat for Humanity, Inc.
P.O. Box 1671
640 N. 9th Street
Immokalee, Florida 33934-1671

ARTICLE X - BY LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association, and, thereafter, the By-Laws may be altered or rescinded only by affirmative vote of sixty-five percent of the Directors present at a duly constituted meeting of the Board of Directors.

ARTICLE XI - INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her 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 interests of the Association. 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 XII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association, without the receipt of other than nominal consideration, by Immokalee Habitat for Humanity, Inc., shall be returned in fee simple and without encumbrances to Immokalee Habitat for Humanity, Inc., or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.

2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting interest.

4. No disposition of the Association property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Parcel or lot in the Development owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XIII - AMENDMENTS

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the Members of the Association holding a majority of the voting interests in the Bullard Subdivision, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him or her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each Member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his or her Post Office address as it appears on the records of the Association, with first class postage thereon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the Members holding not less than a majority of the Voting Interests in Bullard Subdivision in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Collier County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Declarant to designate and select members of the Board of Directors of the Association, as provided in Article VII hereof, may be

adopted or become effective without the prior written consent of Declarant.

ARTICLE XIV - REGISTERED AGENT

The Bullard Subdivision Home Owners Association, Inc., hereby appoints Edmund H. Sorenson, whose address is 640 N. 9th Street, Immoka ee, Florida 33943-1671, as its registered agent.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto set his hand and seal this 4TH day of DECEMBER, 1996.

Edmund H. Sorenson
Edmund H. Sorenson
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

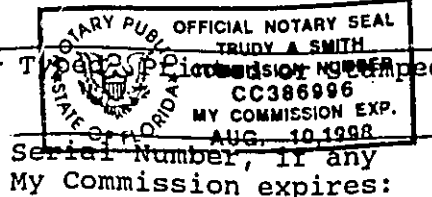
I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Edmund H. Sorenson, to me well known and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this the 4TH day of DECEMBER, 1996.

(Affix Seal)

Trudy A. Smith
Signature of Person Taking Acknowledgment

Name of Acknowledger Edmund H. Sorenson



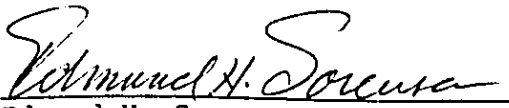
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

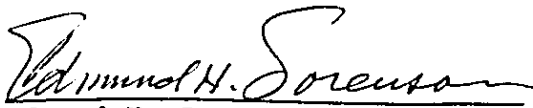
In compliance with Florida Statutes Sections 48.091, 607.0501, and 617.0501, the following is submitted:

BULLARD SUBDIVISION HOME OWNERS ASSOCIATION, INC.

desiring to organize as a corporation under the laws of the State of Florida, has designated 640 N. 9th Street, Immokalee, Florida 33943-1671, as its initial Registered Office, and has named Edmund H. Sorenson, located at said address, as its initial Registered Agent.


Edmund H. Sorenson
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, 607.0501, and 617.0501 relative to keeping open said office.


Edmund H. Sorenson
Registered Agent