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Steven P. Kushner, P.A.
Real Property, Corporate and Development Law

November 5, 1997

FILED
97 NOV -7 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation
The Villas At Country Creek V Homeowners Association, Inc.

Gentlemen:

Enclosed herewith please find two originally executed Articles of Incorporation for *The Villas At Country Creek V Homeowners Association, Inc.*, together with my check in the amount of \$122.50, representing the filing fee. If you have any questions or require additional information, please feel free to call me.

Very truly yours,

Steven P. Kushner
Attorney at Law

SPK/cal

Enclosures

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-11/07/97-01059-015
***122.50 ***122.50

~~R. Chamberlain~~ NOV 10 1997

ARTICLES OF INCORPORATION
OF
THE VILLAS AT COUNTRY CREEK V HOMEOWNERS ASSOCIATION, INC.

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SECRETARY OF STATE

Pursuant to Section 617.02011, Florida Statutes, (1997), these Articles of Incorporation are created by Joseph Grimes for the purposes set forth below.

ARTICLE I

NAME: The name of this corporation is THE VILLAS AT COUNTRY CREEK V HOMEOWNERS ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 10491 Six Mile Cypress Parkway, Suite 101, Fort Myers, Florida 33912.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate, residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, have the specific purposes and powers described below:

(A) PURPOSES:

- (1) To provide for the operation and maintenance of the Common Area private property and structures placed under the jurisdiction of the Association.
- (2) To promote the health, safety and welfare of the residents of the residential community which is to be known as The Villas at Country Creek V.
- (3) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the aforesaid Declaration.

(B) POWERS: The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the said Declaration of Covenants, Conditions and Restrictions, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

- (1) Fix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied on or imposed against the property of the corporation;
- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as The Villas at Country Creek V;
- (3) Pay taxes, if any, on the Common Area;
- (4) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the corporation;
- (5) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (6) Dedicate, sell or transfer all or any part of the common area to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless at least two-thirds (2/3) of the voting interest consent to such dedication, sale or transfer;
- (7) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes;
- (8) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional and common area, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3) of the interests of the Association;
- (9) Contract, sue or be sued with respect to the exercise or non exercise of its powers and duties to include without limitation, the maintenance, management, and operation of the association property.

- (10) Adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the common elements, which rules and regulations shall be consistent with the rights and duties established by the Declaration.
- (11) Assist, cooperatively with The Villages at Country Creek Master Association, Inc. in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for The Villages at Country Creek as the same is more particularly set forth in Official Records Book 1940, Pages 1328 et seq., Public Records of Lee County, Florida, as amended and supplemented from time to time; and
- (12) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in Section 3 of the Declaration of Covenants, Conditions and Restrictions for The Villas at Country Creek V to which a copy of these Articles shall be attached as Exhibit, and the ByLaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests in the Association, and shall be submitted to a vote of the members not later than the next annual meeting.

- (B) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the said voting interests present and voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.
- (C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy thereof in the Public Records of Lee County, Florida, with the same formalities as required for recording an amendment to the Bylaws, as set forth in Section 8.4 of the Bylaws.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. 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.

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association shall be:

<u>Name</u>	<u>Address</u>
JOSEPH GRIMES	10491 Six Mile Cypress Parkway, Suite 101 Fort Myers, Florida 33912

DARIN MCMURRAY

10491 Six Mile Cypress Parkway,
Suite 101
Fort Myers, Florida 33912

ALAN R. BURNS

10491 Six Mile Cypress Parkway,
Suite 101
Fort Myers, Florida 33912

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be:

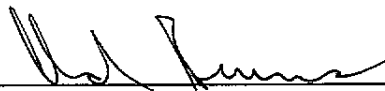
10491 Six Mile Cypress Parkway, Suite 101
Fort Myers, Florida 33912

The initial registered agent at said address shall be:

ALAN R. BURNS

ACCEPTANCE OF REGISTERED AGENT:

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.



ALAN R. BURNS, REGISTERED AGENT

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to

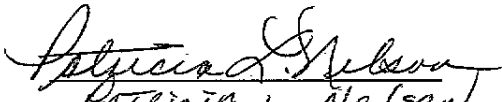
which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the Incorporator has caused these presents to be executed this 20th day of October, 1997.

Witnesses:


PATRICIA L. NELSON
(Type or print name)


Joseph Grimes


JEROME COHEN
(Type or print name)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 20th day of October, 1997, by Joseph Grimes, Incorporator of these Articles of Incorporation. He is personally known to me and did take an oath.

Dolores J. Babby
Notary Public
Name: Dolores J. Babby
Certificate No. or
Serial No. CL 632553

(SEAL)

My Commission Expires: 3-24-2001



Dolores J Babby
My Commission CC632553
Expires March 24, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA