

N98000005003



ACCOUNT NO. : 072100000032
REFERENCE : 940781 81445B
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:05

ORDER DATE : August 26, 1998

ORDER TIME : 12:40 PM

ORDER NO. : 940781-005

CUSTOMER NO: 81445B

CUSTOMER: Michael R. McKinley, Esq
BATSEL MCKINLEY ITTERSAGEN
GUNDERSON & BERNTSSON, P.A.
18401 Murdock Circle

200002625752--5

Port Charlotte, FL 33948

DOMESTIC FILING

NAME: CAPE HAZE MARINA VILLAGE,
PHASE I, SECTION I,
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: Robert Maxwell

2589
W98-19568

EXAMINER'S INITIALS:

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98 AUG 26 PM 1:12
DIVISION OF CORPORATIONS

8/31/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:05

August 26, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CAPE HAZE MARINA VILLAGE, PHASE I, SECTION 1,
HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W98000019568

We have received your document for CAPE HAZE MARINA VILLAGE, PHASE I, SECTION 1, HOMEOWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00044269

RECEIVED
98 AUG 31 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

CAPE HAZE MARINA VILLAGE, PHASE I,
SECTION 1, HOMEOWNERS' ASSOCIATION, INC.

a Florida corporation not-for-profit

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:05

- I. **NAME OF CORPORATION:** The name of this corporation shall be CAPE HAZE MARINA VILLAGE, PHASE I, SECTION 1, HOMEOWNERS' ASSOCIATION, INC. (hereinafter "Association").
- II. **PURPOSES:** The general nature, objects and purposes of the Association are:
 - A. To accept and hold title to, and thereafter to manage and administer the use of the common areas of that certain property to be known as "CAPE HAZE MARINA VILLAGE, PHASE I, SECTION 1" (hereinafter the "development"), which property is located at 8600 Mary Esther Street, Englewood, Charlotte County, Florida, and more particularly described in that certain document entitled "Amended and Restated Declaration of Restrictive Covenants, Conditions, Restrictions and Easements for Cape Haze Marina Village, Phase I, Section 1" (hereinafter "Declaration") which have been recorded in the Public Records of Charlotte County, Florida, and as the same may be amended from time to time. The corporations principal office and mailing address is P.O. Box 3400, Placida, FL 33946.
 - B. To manage, operate, maintain and control the usage of all land and water areas and improvements intended for the common usage of all owners of land in the development including, without limitation, such private roads, sidewalks, pedestrian, bicycle and other pathways, lakes, ponds, waterways, parks, landscaping, conservation areas and other similar common areas (and the improvements thereon) as may be set aside by Cape Haze Marina Village, Inc., a Florida corporation, or its successors in interest (hereinafter the "Developer"), and transferred from time to time to the Association for the common use and benefit of all owners in the development, which areas are hereinafter collectively referred to the "common areas".
 - C. To take such action as may be deemed appropriate to promote the health, safety and social welfare of the owners of property within the development.
 - D. To provide, purchase, acquire, replace, improve, maintain and repair all improvements of the common areas including, without limitation, buildings,

structures, streets, sidewalks, street lighting, landscaping, equipment, furniture and furnishings, both real and personal, related to the promotion of the health, safety and social welfare of the owners of property in the development as the Board of Directors in its discretion may determine necessary or appropriate.

- E. To furnish or otherwise provide for private security, fire protection and such other services as the Board of Directors in its discretion determines necessary or appropriate, and to provide the capital improvements and equipment related thereto.
- F. To undertake and carry out all of the duties and obligations which may be assigned to it as the master property owners association under the terms and provisions of the Declaration or any declarations of restrictions or deed restrictions applicable to subdivided portions of the development.
- G. To operate without profit and for the sole and exclusive benefit of the owners of property in the development.

III. GENERAL POWERS: The general powers that the Association shall have are as follows:

- A. To purchase, accept, lease or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any and all real or personal property related to the purposes of activities of the Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- B. To establish a budget and to fix assessments to be levied against the assessable property in the development pursuant to the aforementioned Declaration for the purpose of defraying the expenses and costs of effectuation the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.
- C. To enter into agreements with the Community Association for the collection of such assessments.
- D. To place liens against any property subject to assessment in the development for delinquent and unpaid assessments and to bring suit for the foreclosure of

such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

- E. To hold funds solely and exclusively for the benefit of the owners of property in the development for the purposes set forth in these Articles of Incorporation.
- F. To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.
- G. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- H. To charge recipients of service rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.
- I. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.
- J. To borrow money for the acquisition of property or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies, and to secure the payment of such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Association wherever situated.
- K. To enforce by any and all lawful means the provisions of these Articles of incorporation, the Bylaws of the Association which may be hereafter adopted, the terms and provisions of the aforesaid Declaration and, wherever applicable or appropriate, the terms and provisions of any restrictions applicable to any portion of the development.
- L. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

IV. MEMBERS:

- A. The members of this Association shall consist of all owners of units, lots, or parcels included within the assessable property, which property is more particularly described and defined in the aforementioned Declaration to be

recorded in the Public Records of Charlotte County, Florida. There shall be two classes of such members, as follows:

1. Class A Members: Class A members shall be all owners of units in the development, and all owners of lots or other parcels of property which are located in an area where membership in a property owners association is required. Class A members shall be represented in all matters concerning the Community Association by a representative of the Association to which they belong. Owners of all such property shall automatically become Class A members upon acquiring the fee simple title to said property.
 2. Class B Members: The Class B member shall be the Developer.
- B. Membership of any Class A member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's unit, lot or parcel, except that nothing contained herein shall be construed as terminating the membership of any member who may own two or more units, lots or parcels in the development so long as at least one unit, lot or parcel is owned by such member.
- C. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:
1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
 2. On January 1, 2018, or such earlier date as Developer, in its sole discretion, establishes by recorded instrument executed by Developer.
- D. 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 unit, lot or parcel that is the basis of his membership in the Association.

V. VOTING:

- A. Subject to the restrictions and limitations hereinafter set forth, each Class A member of the Association shall have one (1) vote for each assessment share, as such term is defined in the Declaration, attributed to property owned by such member; provided, however, that in the event of multiple ownership of any property, the members/owners thereof together, and not individually, shall be entitled to one (1) vote for each such assessment share. The Class B Membership shall be entitled to four and one half (4.5) votes for each property

unit held by such member. Except as may be otherwise provided herein, Class A and Class B members shall vote as a combined class so that no matter shall require the separate approval of the Class A and Class B members.

- B. Class A members shall be represented in the Community Association solely and exclusively by the Association, through the president of the Association or through such other representative as the Board of Directors may appoint. The Association shall represent its members with respect to all Community Association matters and shall have that number of votes to cast corresponding to the total number of votes held by its individual members according to the provisions of the Community governing documents. Only the president or other designated representative shall have the right to cast votes and otherwise participate in membership meetings of the Community Association, although any member shall have the right to attend such meetings.
- C. The Secretary of the Association shall maintain a list of the members of the Association and the number of votes to which each member is entitled as determined in the manner set forth herein. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and legal description of such unit, lot or parcel; provided, however, that any notice given to or vote accepted from the prior owner of such unit, lot or parcel before receipt of written notification of change of ownership shall be deemed to be properly given or received. The secretary may, but shall not be required to, search the Public Records of Charlotte County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

VI. BOARD OF DIRECTORS:

- A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Board of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) or more than nine (9) Directors. The Directors need not be members of the Association or residents of the State of Florida.
- B. All Directors shall be appointed by and shall serve at the pleasure of the Developer, its successors or assigns until the total votes outstanding in the Class A membership exceeds the total votes outstanding in the Class B membership. Thereafter, the Developer shall be entitled to elect a number of directors of the Association equal to the percentage of votes held by the Developer times the

total number of directors, rounded to the nearest whole number greater than zero. Notwithstanding the foregoing, as long as Developer owns any property in the development, Developer shall have the right to appoint one (1) Director.

- C. All Directors who are not subject to appointment by Developer shall be elected by the combined vote of the Class A and Class B members. Elections shall be by plurality vote.
- D. All Directors, whether appointed or elected, shall serve for terms of one (1) year in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the Class A and Class B members but not otherwise. In no event may a Board member appointed by Developer be removed except by action of Developer.
- E. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of members and until their successors are elected or appointed and have qualified, are as follows:

Joe Martz	Post Office Box 3400 Placida, Florida 33946
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Kerry Keathley	451 Montana Drive Davenport, Florida 33837
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Terry Keathley	7520 SE Federal Highway Hobe Sound, Florida 33455
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VII. OFFICERS:

- A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, an Assistant Secretary and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary (or Assistant Secretary) shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.
- B. The Board of Directors, or the President with the approval of the Board of Directors, may employ personnel to conduct the affairs of the Association, and any such person or legal entity may be so employed without regard to whether

such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

- C. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified, are as follows:

1. President: Kerry Keathley
2. Vice President: Terry Keathley
3. Secretary: Terry Keathley
4. Assistant Secretary: Kerry Keathley
5. Treasurer: Terry Keathley

VIII. CORPORATE EXISTENCE: The Association shall have perpetual existence.

IX. BYLAWS: The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the directors in the manner provided by such Bylaws.

X. AMENDMENT TO ARTICLES OF INCORPORATION: These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.

XI. REGISTERED OFFICE AND REGISTERED AGENT: The registered office of the corporation shall be at 18401 Murdock Circle, Port Charlotte, Florida, and the registered agent at such address shall be Michael R. McKinley. The Corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

XII. BUDGET AND EXPENDITURES: The Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all assessable property in the development, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may hereafter at any time approve or ratify variations from such budget.

XIII. SUBSCRIBERS: The names and street addresses of the subscribers of these Articles are as follows:

Michael R. McKinley

18401 Murdock Circle
Port Charlotte, Florida 33948

XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS: All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred in connection with any proceeding for settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of any provision of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

XV. DISSOLUTION OF THE ASSOCIATION:

- A. Upon expiration of the terms of the aforementioned Declaration, the Association may be dissolved upon a resolution to that effect being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes (1979), or any statute of similar import then in effect.
- B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:
 - 1. Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.
 - 2. All remaining assets, or the proceeds from the sale of such assets, shall be distributed among the Class A and Class B members in proportion to the number of votes each such member then has.

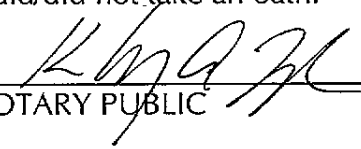
IN WITNESS WHEREOF, the aforesaid subscribers have hereunto set their hands and seals this 24th day of August, 1998.



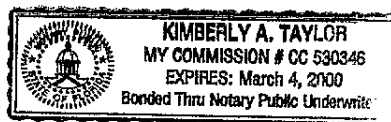
Michael R. McKinley

STATE OF FLORIDA
COUNTY OF CHARLOTTE

SWORN TO AND SUBSCRIBED before me this 24th day of August, 1998 by
Michael R. McKinley, to me known to be the person described herein or who produced
_____ as identification and who did/did not take an oath.


NOTARY PUBLIC

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**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:05

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CAPE HAZE MARINA VILLAGE, PHASE I, SECTION 1, HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Port Charlotte, County of Charlotte, State of Florida, has designated Michael R. McKinley, whose street address is 18401 Murdock Circle, Port Charlotte, Florida, 33948, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Michael R. McKinley
Registered Agent