

N99000001594



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 159996 7142564

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 8, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 159996-005

CUSTOMER NO: 7142564

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-03/08/99--01081--020
*****70.00 *****70.00

CUSTOMER: Mr. Nick Roknich III
ROKNICH & GIBSON
ROKNICH & GIBSON
Suite 901
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: HAMMOCK PLACE II PROPERTY
OWNERS ASSOCIATION, 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: Robert Maxwell

2589-2557-611

W99-5019

EXAMINER'S INITIALS:

3/15/99

FILED
STATE
RECORDS
DIVISION
MAR-8 PM 1:03

RECEIVED
MAR-8 PM 1:03



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -8 PM 1:03

March 9, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RECEIVED

Please return the original

document to the Division of Corporations.

SUBJECT: HAMMOCK PLACE II PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W99000005619

We have received your document for HAMMOCK PLACE II PROPERTY OWNERS ASSOCIATION, INC.. 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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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: 399A00010779

RECEIVED
99 MAR 15 AM 11:22
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
HAMMOCK PLACE II PROPERTY OWNERS ASSOCIATION, INC.
A Corporation Not For Profit

FILED
SECRETARY OF STATE
CORPORATIONS
99 MAR -8 PM 1:03

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be HAMMOCK PLACE II PROPERTY OWNERS ASSOCIATION, INC., hereinafter in this Articles referred to as the "ASSOCIATION." The address of this corporation is 5550 15th Street East, Bradenton, Florida 34203.

ARTICLE II
DURATION

The ASSOCIATION shall have perpetual existence.

ARTICLE III
PURPOSE

The purpose for which the ASSOCIATION is organized is to promote the common good and social welfare of each owner of a PLATTED LOT, as that term is defined in the Declaration of Protective Covenants, Conditions and Restrictions for HAMMOCK PLACE II, in the community known as HAMMOCK PLACE II.

ARTICLE IV
POWERS

The powers of the ASSOCIATION shall include and be governed by the following provisions:

(a) To make and collect assessments against members to defray the costs, expenses, and losses of the ASSOCIATION.

(b) To use the proceeds of assessments in exercise of its powers and duties.

(c) To maintain, repair, and replace streets, entryways, all other improvements, landscaping, lawns, trees and shrubs located on any of the common areas of HAMMOCK PLACE II for which the obligation to maintain or repair has been delegated to the ASSOCIATION.

(d) To purchase and maintain such policies of insurance as delegated to the ASSOCIATION by the members or as set forth in the Declaration of Protective Covenants, Conditions and Restrictions for HAMMOCK PLACE II, or as may be deemed necessary or desirable by the Board of Directors of the ASSOCIATION.

(e) To reconstruct improvements after casualty.

(f) To provide such services as may be deemed necessary or desirable by the Board of Directors of the ASSOCIATION and to acquire the capital improvements and equipment related thereto.

(g) To carry out all of the duties and obligations assigned to it under the terms of the Declaration of Protective Covenants, Conditions and Restrictions for HAMMOCK PLACE II.

(h) To employ personnel to perform the services required for proper operation of HAMMOCK PLACE II. To contract with lawn maintenance companies and irrigation companies for maintenance of Platted Lots.

(i) 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 or 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 in 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.

(j) To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the ASSOCIATION.

(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, and the terms and provisions of the aforesaid Declaration of Restrictions applicable to HAMMOCK PLACE II.

(l) The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

ARTICLE V MEMBERS

(a) The members of this ASSOCIATION shall consist of all of the record owners of a PLATTED LOT within HAMMOCK PLACE II.

(b) Change of membership in the ASSOCIATION shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a record title to a PLATTED LOT in HAMMOCK PLACE II and the delivery to the ASSOCIATION of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the ASSOCIATION. A membership of a prior owner shall be thereby terminated.

(c) A share 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 respective lot.

ARTICLE VI VOTING

(a) Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each PLATTED LOT in which he holds a fee simple ownership. When more than one person holds such interest in any one PLATTED LOT, all such persons shall be members and the vote attributable to such lot shall be cast as such co-owners shall determine, but in no event shall more than one vote be cast nor shall such vote be divided. Except where otherwise required under the provisions of these Articles, the Declaration of Protective Covenants, Conditions and Restrictions for HAMMOCK PLACE II, or by law, the affirmative vote of the owners of the majority of lots represented at any meeting of the members duly called at which a quorum is present, shall be binding upon the members.

(b) The developer, S.W. FLORIDA DEVELOPER INC., shall have the right to appoint a majority of the Board of Directors of the ASSOCIATION prior to the TRANSFER DATE as that term is defined in the Declaration of Protective Covenants, Conditions and Restrictions.

ARTICLE VII DIRECTORS

(a) The affairs of the ASSOCIATION will be managed by a Board consisting of three directors.

(b) The Directors of the ASSOCIATION shall be elected at the annual meeting of 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 first election of Directors shall be held within sixty (60) days of the TRANSFER DATE. The Directors herein named shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

(d) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>James D. Haney</u>	<u>5550 15th Street East</u> <u>Bradenton, FL 34203</u>
<u>Michael D. Haney</u>	<u>5550 15th Street East</u> <u>Bradenton, FL 34203</u>
<u>Randy Haney</u>	<u>5550 15th Street East</u> <u>Bradenton, FL 34203</u>

ARTICLE VIII OFFICERS

The affairs of the ASSOCIATION shall be administered by Officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the ASSOCIATION, which Officers 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:

President:	<u>James D. Haney</u>
Vice-President:	<u>Michael D. Haney</u>
Secretary/Treasurer:	<u>Randy Haney</u>

ARTICLE IX 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 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, or any settlement thereof, whether or not he 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 duties; provided that the Board of Directors shall approve any settlement agreements prior to reimbursement. 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 X BYLAWS

The first Bylaws of the ASSOCIATION shall be adopted by the Board of Directors, and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

These Articles may be amended or repealed by resolution of the Board of Directors; provided, however, that no amendment affecting the rights of S.W. FLORIDA DEVELOPER, INC., or its successor or assigns as developer of HAMMOCK PLACE II, shall be effective without the prior written consent of said S.W. FLORIDA DEVELOPER INC. or its successors or assigns as developer.

ARTICLE XII
REGISTERED OFFICE AND AGENT

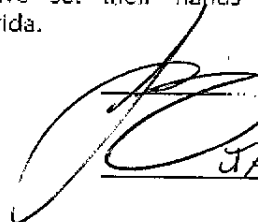
The street address of the initial Registered Office of the corporation shall be located at 1800 Second St. Suite 901, Sarasota, Florida 34236, and the name of the initial Registered Agent of this corporation at that address is Nick Roknich, III. However, the corporation may maintain offices and transact 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.

ARTICLE XIII
INCORPORATORS

The names and business addresses of the Incorporators of these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>James D. Haney</u>	<u>5550 15th Street East</u> <u>Bradenton, FL 34203</u>

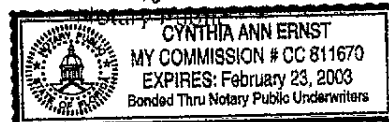
IN WITNESS WHEREOF, the subscribers have set their hands and seals this 1st day of March, 1999 at Sarasota, Florida.


JAMES D. HANEY

STATE OF FLORIDA
COUNTY OF SARASOTA

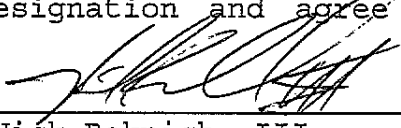
The foregoing instrument was acknowledged before me this 1st day of March, 1999, by JAMES D. HANEY AND _____, who are personally known to me and who did not take an oath.

Cynthia Ann Ernst
Notary's Name



My Commission Expires:

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent



Nick Roknich, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12 day of March, 1999, by Nick Roknich, III, as registered agent, who is personally known to me or who has produced as identification.



Name:

Notary Public

My Commission Expires:



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CLERK OF STATE
CORPORATIONS
99 MAR -8 PM 1:04