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TRANSMITTAL LETTER

May 18, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/21/99--01087--002
*****78.75 *****78.75

Re: Eden Rock Homeowners Association, Inc.
Articles of Incorporation

Dear Sir:

Enclosed for submission are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation which includes the Designation and Acceptance of Registered Agent as Article XII on page 4.

The filing fee in the amount of \$78.75 is also enclosed.

Thank you for your assistance in this matter.

Sincerely,



FROM: David J. Mourick, Atty
3551 Bonita Bay Blvd., Suite 3
Bonita Springs, Florida 34134
Tel: 941-947-0535

NOTE: Please provide a certified copy of the Articles.

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1999 MAY 20 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY 20 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EDEN ROCK HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a non-profit corporation under Chapters 607 and 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation (hereinafter called the Association) is EDEN ROCK HOMEOWNERS ASSOCIATION, INC.

ARTICLE II.

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the residential units and common elements within a certain tract of real property described on the attached Exhibit A; to promote the health, safety, and welfare of the resident within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose; and to operate and maintain the stormwater or surface water management system including, but not limited to all lakes, retention areas, culverts and related appurtenances.

In furtherance of such purposes, the Association shall have the power to:

- a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the Declaration) applicable to the development and to be recorded in the Public Records of Lee County, Florida;
- b) Affix, levy, and collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;
- c) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;
- d) Adopt and publish rules and regulations;
- e) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

f) Dedicate, sell, or transfer all or any part of the common areas 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 an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or common elements, provided that any merger or consolidation shall have the assent by vote or written instrument of two-thirds (2/3) of each voting class of members.

h) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapters 607 and 617 of the Florida Statutes may now or hereafter have or exercise including, but not limited to, the power to sue and be sued.

i) Contract for services necessary to operate and maintain the stormwater system.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III.

Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association.

ARTICLE IV.

The period of duration of the Association shall be perpetual.

ARTICLE V.

The name and mailing address of each subscriber is:

| | |
|------------|--|
| Name | Address |
| ROLF PFAFF | 27601 KENT ROAD, BONITA SPRINGS, FLORIDA 34135 |

ARTICLE VI.

The affairs of the Association shall be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the member.

The names of the officers who are to serve until the first election are:

| Name | Address |
|--------------|--|
| ROLF PFAFF | 27601 KENT ROAD, BONITA SPRINGS, FLORIDA 34135 |
| SHARON HANNA | 27601 KENT ROAD, BONITA SPRINGS, FLORIDA 34135 |

ARTICLE VII.

The number of persons constituting the first Board of Directors of the Association shall be three (3), and thereafter, the membership shall consist of not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

| Name | Address |
|---------------|---|
| ROLF PFAFF | 27601 KENT ROAD, BONITA SPRINGS, FLORIDA 34135 |
| SHARON HANNA | 27601 KENT ROAD, BONITA SPRINGS, FLORIDA 34135 |
| DAVID MOURICK | 3551 BONITA BAY BLVD., BONITA SPRINGS, FL 34134 |

ARTICLE VIII.

The By-Laws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present in person or by proxy at such meeting, except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX.

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of voting members existing at the time of such meeting.

ARTICLE X.

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of Declarant, as such term is defined in the Declaration, and shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote of such unit shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any unit owned by Class A members.

Class B. The Class B member shall be the Declarant as such term is defined in the Declaration, who shall be entitled to nine (9) votes for each unit owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE XI.

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

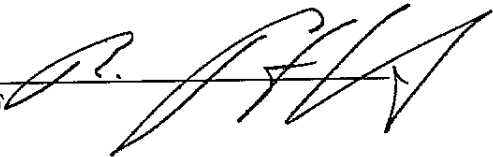
ARTICLE XII.

REGISTERED AGENT AND REGISTERED ADDRESS: The initial registered agent of the corporation shall be ROLF PFAFF; and the initial registered address of the corporation shall be 27601 Kent Road, Bonita Springs, Florida 34135.

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.

ACCEPTED:

ROLF PFAFF

A handwritten signature in black ink, appearing to be 'R. Pfaff', written over a horizontal line.

ARTICLE XIII.

EFFECTIVE DATE: The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XIV.

Each Director and Officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this date, May 6, 1999.

SIGNED IN THE PRESENCE OF:

David J. Mourick
Glenis McPherson

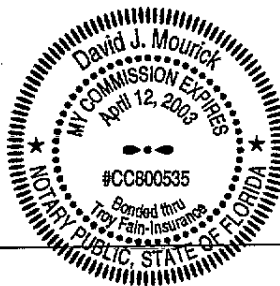
ROLF PFAFF

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared ROLF PFAFF to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he executed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this date, May 6, 1999.

David J. Mourick
DAVID J. MOURICK - NOTARY PUBLIC
Commission # CC800535
Expires: April 12, 2003



☒ Personally known; or ☐ Produced identification

SECRETARY OF JAIL
TALLAHASSEE, FLORIDA

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