

N990000003481

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Torrey Pines at Pelican
Sound Neighborhood
Association, Inc

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*****78.75 *****78.75

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: LS

Name

Date

Time

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Will Pick Up _____

R. Purinton JUN - 7 1999

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

TORREY PINES AT PELICAN SOUND NEIGHBORHOOD ASSOCIATION, INC.

Pursuant to Section 617.1007(4), Florida Statutes (1997), these Articles of Incorporation are created by Tamela Eady Wiseman, Esquire at 600 Fifth Avenue South, Suite 301, Naples, Florida 34102.

ARTICLE I

NAME: The name of the corporation is known as Torrey Pines at Pelican Sound Neighborhood Association, Inc., sometimes hereinafter referred to as the "Association". **THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION, pursuant to Chapter 718, Florida Statutes.**

ARTICLE II

PRINCIPAL OFFICE: The initial principal office and mailing address of the corporation shall be at 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134.

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, subject to a Declaration of Covenants, Conditions, Restrictions, and Easements (the "Declaration") to be recorded in the Public Records of Lee County, Florida, has the powers described herein. 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 said Declaration and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to said Declaration, as it may from time to time be amended.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration these Articles of Incorporation and the Bylaws.

Articles of Incorporation

Page 2

DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 Fifth Avenue South, Suite 301 * Naples, Florida 34102

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and the Bylaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual. The Association may be dissolved in the manner provided by the Declaration.

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; Vote Required.** After turnover, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws, which includes a notice of the substance of the proposed amendment; prior to turnover, by a majority of the Directors alone.

After turnover, the amendment must be approved by a vote of 67% of the voting interests of the Association; prior to turnover, by a majority of the Directors alone.

- C. **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.
- D. **Conflict.** In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of 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

INDEMNIFICATION:

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, 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 provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer.
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

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

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

The initial registered agent at said address shall be:

24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

ARTICLE XI

DEFINITIONS:

All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

WHEREFORE the incorporator has caused these presents to be executed this 3rd day of June, 1999.

By: Tamela Eady Wiseman
Tamela Eady Wiseman, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3rd day of June, 1999 by Tamela Eady Wiseman.

Notary Public-State of Florida:

Sign SueAnn M. Zornes
Print _____
Personally Known X; or Produced
Identification _____ Type of Identification
Produced: _____
Affix Seal Below:

 SueAnn M. Zornes
MY COMMISSION # CC684733 EXPIRES
November 4, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

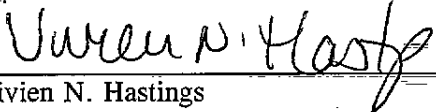
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Articles of Incorporation
Page 6

DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 Fifth Avenue South, Suite 301 * Naples, Florida 34102

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


Vivien N. Hastings

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LTD Partnership File _____
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Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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Tamela Eady Wiseman, Esquire

STATE OF FLORIDA
COUNTY OF COLLIER

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Notary Public-State of Florida:

Sign Sue Ann M. Zornes

Print

Personally Known ☒; or Produced

Identification _____ Type of Identification

Produced: _____

Affix Seal Below:



SueAnn M. Zornes
MY COMMISSION # CC684733 EXPIRES
November 4, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

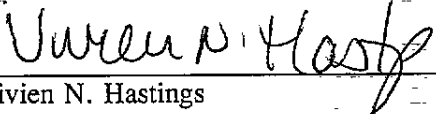
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