

PO4000042582

(Requestor's Name)

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☐ PICK-UP

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☐ MAIL

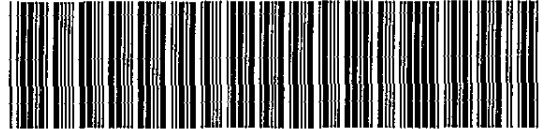
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04 MAR -9 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
STATE REGISTRATIONS  
FLORIDA

/s

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Middle Gulf 5 Inc

Signature

Requested by: *AW*

*3/8*

Name

Date

Time

Walk-In

Will Pick Up

✓ 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

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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

Courier

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TALLAHASSEE, FLORIDA

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Henderson|Franklin  
ATTORNEYS AT LAW

Hand 07  
Island Medical & Business Center  
1648 Periwinkle Way, Suite B • Sanibel, FL 33957  
Tel: 239.472.6700 • Fax: 239.472.5129 • www.henlaw.com

Fort Myers • Bonita Springs

Reply to  
Catherine L. Nass  
Secretary  
E-Mail: catherine.nass@henlaw.com

March 8, 2004

**VIA FEDERAL EXPRESS**

Capital Connection, Inc.  
417 East Virginia Street, Suite 1  
Tallahassee, Florida 32301

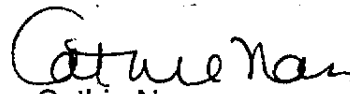
Re: Middle Gulf 5, Inc., a Florida Non-Profit Corporation

Dear Sir or Madam:

Enclosed please find two original Articles of Organization for Middle Gulf 5, Inc., a Florida Non-Profit Corporation. Please walk these documents through the Secretary of State's Office to be filed on Tuesday, March 9, 2004. Please inform the Secretary of State that the name for this Corporation is the same name as the LLC (Document Number L02000021368 and FEI Number 300109416) and James P. Carroll is the sole managing member for both entities. I have attached a Public Inquiry that you may give to the Secretary of State for their convenience.

When the documents have been filed, please fax a copy of the Certificate to our office at (239) 472-5129, on Tuesday, March 9, 2004, so that we may inform our client and return the filed copy by mail. I have enclosed a check for \$70.00, made payable to the Secretary of State's Office for filing. Please bill us for your fees.

Sincerely,

  
Cathie Nass  
Secretary

CLN/cn

Enclosures

FILED  
04 MAR -9 PM 6:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared By: Richard A. Collman  
Henderson, Franklin, Starnes & Holt, PA.  
1648 Periwinkle Way, Suite B.  
Sanibel, Florida 33957

FILED  
04 MAR -9 PM 6:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MIDDLE GULF 5, INC.,  
a Florida Non-Profit Corporation**

The undersigned incorporator(s), for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the Corporation shall be MIDDLE GULF 5, INC., a Florida Non-Profit Corporation.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be 12734 Kenwood Lane, Suite 35, Fort Myers, Florida 33907.

**ARTICLE III PURPOSE**

The purposes for which the Corporation is organized are as follows:

1. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). Among those purposes is to operate a residential homeowners association pursuant Chapter 720 of the Florida Statutes.
2. To acquire, own, purchase, lease, sell, convey, mortgage, encumber, dispose of and deal with real and personal property of every kind and description owned or acquired by the Corporation, either absolutely or in trust, in furtherance of the purposes of the Corporation.

3. To use and apply the gifts, grants, bequests, devises, proceeds, and the whole or part of the income and principal of the Corporation, in furtherance of the purposes of the Corporation.

4. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and which are not forbidden by Section 501(c)(3) of the Code with all the power conferred on nonprofit corporations under the laws of the State of Florida.

#### **ARTICLE IV TERM**

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

#### **ARTICLE V POWERS**

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE VI LIMITATIONS**

The Corporation shall be operated exclusively for charitable, religious, scientific, literary or educational purposes as a nonprofit corporation. No individual trustee or member of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual, provided, however, that reasonable compensation may be paid for services rendered to this Corporation in the furtherance of its purposes.

#### **ARTICLE VII DIRECTORS**

1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

2. Number. The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than one Director, and, in the absence of any such determination, shall be one Director.

3. Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

4. Initial Directors. The number of directors constituting the initial Board of Directors of the Corporation is one. The initial Director shall be:

<u>NAME</u>	<u>ADDRESS</u>
JAMES P. CARROLL	12734 Kenwood Lane, Suite 35 Fort Myers, Florida 33907

#### **ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS**

Subject to the provisions of this Article, the Corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the President of the Corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer, employee or agent of the Corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act, willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not, willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, act, fail to act, or refuse to act, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

**ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is JAMES P. CARROLL, and his address is 12734 Kenwood Lane, Suite 35, Fort Myers, Florida 33907, and the designated agent by his signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 617.0501, Florida Statutes.

**ARTICLE X INCORPORATOR(S)**

The name and street address of the incorporator of these Articles of Incorporation is JAMES P. CARROLL, at 12734 Kenwood Lane, Suite 35, Fort Myers, Florida 33907.

**ARTICLE XI AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

The undersigned has executed these Articles of Incorporation this day of 8th, of March, 2004.

BY:

James P. Carroll  
JAMES P. CARROLL, Incorporator  
and Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JAMES P. CARROLL, Incorporator and Registered Agent of MIDDLE GULF 5, INC., a Florida Non-Profit Corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who \_\_\_\_\_ (did/did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 8th day of March, 2004.

Richard A. Collman  
Notary Public, State of Florida

Printed Name  
My Commission Expires:



Richard A. Collman  
MY COMMISSION # DD235352 EXPIRES  
October 24, 2007  
BONDED THRU TROY FAIN INSURANCE, INC