

FILED
99 FEB -8 AM 10:05
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

HERITAGE COVE I HOMEOWNERS ASSOCIATION, INC

Pursuant to Section 617.01201, Florida Statutes (1995), these Articles of Incorporation are created by Joseph Grimes, 10491 Six Cypress Mile Parkway, Suite 101 Ft. Myers, FL 33912, as sole Incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is Heritage Cove I Homeowners Association, Inc., sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation is located at 10491 Six Mile Cypress Parkway, Suite 101, Ft. Myers, FL 33912.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate residential neighborhood homeowners association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, have 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 the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Fix, levy, collect and enforce payment by an lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.

- (B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as Heritage Cove.
- (C) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.
- (E) Dedicate, sell or transfer all or any part of the Neighborhood Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.
- (F) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.
- (G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.
- (H) Assist, cooperatively with the Heritage Palms Golf & Country Club, Inc., in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for Heritage Palms Golf & Country Club, as amended and supplemented from time to time.
- (I) Exercise any and all powers, rights and privileges which a corporate homeowners association organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in Section 3 of the Declaration of Covenants, Conditions and Restrictions and Section 2 of the Bylaws.

ARTICLE V

ARTICLES OF INCORPORATION

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BY-LAWS: 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. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests. and shall be

(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in Section 3.11 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same finalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will 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 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

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Joseph Grimes

10491 Six Mile Cypress Pkwy., Suite 101
Ft. Myers, FL 33912

Darin McMurray

10491 Six Mile Cypress Pkwy., Suite 101
Ft. Myers, FL 33912

Alan R. Burns

10491 Six Mile Cypress Pkwy., Suite 101
Ft. Myers, FL 33912

ARTICLE X

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at: 1833 Hendry Street, Fort Myers, Florida 33901. The initial registered agent at said address shall be:

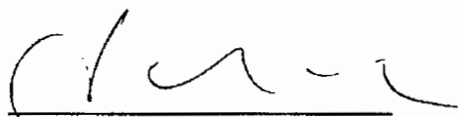
Christopher J. Shields

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any 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 right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Heritage Cove I Homeowners Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



Christopher J. Shields

2-11-05
99 FEB -8 AM 10:05
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on June 10, 1999, to Articles of Incorporation for HERITAGE COVE I HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N99000000856.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifteenth day of June, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

FILED
99 JUN 10 AM 8:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HERITAGE COVE I HOMEOWNERS ASSOCIATION, INC.**

OR BK 03242 PG 2453

Pursuant to the provisions of Section 617.1002 of the Florida Not-For-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is HERITAGE COVE I HOMEOWNERS ASSOCIATION, INC.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and the members of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 27th day of May, 1999, in the manner prescribed by Section 607.1002 of the Florida Not-For-Profit Corporation Act:

a. Article III, Paragraph (H) of the Articles of Incorporation is amended to read as follows:

ARTICLE III

(H) Assist, cooperatively with the Heritage Cove Community Association, Inc., in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions for Heritage Cove Community Association, as amended and supplemented from time to time.

3. The foregoing Amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby effective immediately upon this filing.

OR BK 03242 PG 2454

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 27th day of May, 1999.

HERITAGE COVE I
HOMEOWNERS ASSOCIATION, INC.

By: *Joseph Grimes*
JOSEPH GRIMES, President

And By: *Alan R. Burns*
ALAN R. BURNS, Secretary

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared Joe Grimes, to be the person described or who produced personally appeared as identification, and who subscribed to the above Articles of Amendment to the Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Myers, in said County and State this 27th day of May, 1999.

Evelyn D. Dushek
EVELYN D. DUSHEK, Notary Public
My Commission Expires: Jan. 22, 2000
My Commission No. Is: CC 526405

