

ARTICLES OF INCORPORATION  
OF  
CALOOSA TRACE HOMEOWNER'S ASSOCIATION, INC.  
(A corporation not for profit)

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We, the undersigned, desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation is CALOOSA TRACE HOMEOWNER'S ASSOCIATION, INC. (herein referred to as the "Association").

ARTICLE I - Purposes

The purposes and objects of the Association are to provide for the maintenance, preservation and architectural control of the lots and common elements within a certain tract of real property described in the Declaration of Covenants, Restrictions and Easements for Caloosa Trace (the "Declaration") as the Development Property, and to promote the health, welfare and safety of the residents 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 undertake and perform all acts, duties and obligations incident to the administration, operation and management of the such development in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE II - Qualification of Members

The qualification of the members, their admission to membership, termination of membership, and voting by members shall be as follows:

1. Ownership of a vested present interest of record in the fee title to any Lot (as defined in the Declaration) shall automatically make the Owner (as defined in the Declaration) a member of the Association, and no other persons or entities shall be entitled to membership.

2. The membership of any such Lot Owner shall be automatically terminated upon the termination of said Lot Owner's vested interest of record in the fee title to the Lot.

3. No member can assign, hypothecate or transfer in any manner, its membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the

Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein and in the Bylaws which may be hereafter adopted.

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

- a. Class A. Class A members shall be all owners with the exception of Developer (as defined in the Declaration), and each Class A member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members and the vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot owned by Class A members.
- b. Class B. The Class B members shall be the Developer, who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

ARTICLE III - Term of Existence

This Association is to exist perpetually.

ARTICLE IV - Subscribers

The names and addresses of the subscribers to these Articles are:

<u>James W. Moore</u>	<u>P.O. Box 350</u> <u>Estero, FL 33928</u>
<u>Carolyn B. Andrews</u>	<u>P.O. Box 350</u> <u>Estero, FL 33928</u>
<u>Iricia H. Blakeslee</u>	<u>P.O. Box 350</u> <u>Estero, FL 33928</u>

ARTICLE V - Officers

1. The officers of the Association shall be a President, a Secretary, a Treasurer, and such other officers as may be deemed desirable or necessary by the Board of Directors.

2. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>OFFICER</u>	<u>NAME</u>
President	<u>James W. Moore</u>
Treasurer	<u>Carolyn B. Andrews</u>
Secretary	<u>Tricia H. Blakeslee</u>

3. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE VI - Board of Directors

1. The business affairs of this Association shall be managed by the Board of Directors. This Association shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided by the Bylaws, but shall never be less than three (3) nor greater than twelve (12).

2. Each director shall be a member of the Association; provided, however, that until the first annual meeting of the membership of the Association as provided in the Bylaws, directors need not be members of the Association.

3. The Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the Bylaws. Vacancies on the Board may be filled by the remaining directors at any duly called meeting.

4. The names and addresses of the persons who are to serve as directors until their successors are chosen at the first annual meeting are:

<u>James W. Moore</u>	<u>P.O. Box 350</u> <u>Estero, FL 33928</u>
<u>Carolyn B. Andrews</u>	<u>P.O. Box 350</u> <u>Estero, FL 33928</u>
<u>Tricia H. Blakeslee</u>	<u>P.O. Box 350</u> <u>Estero, FL 33928</u>

### ARTICLE VII - Bylaws

1. The Board of Directors of this Association may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

2. The Bylaws may be amended, 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 voting members existing at the time of and present in person or by proxy at such regular or special meeting of the members, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

### ARTICLE VIII - Amendments

These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors.

2. Such proposed amendments shall become effective when approved by an affirmative vote of a majority of each class of voting members existing at the time of such meeting. The membership shall vote on the proposed amendments at any regular or specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. Vote may be in person or by written proxy.

### ARTICLE IX - Location

The location of this Association shall be at 18513 Bartow Boulevard, Fort Myers, Lee County, Florida 33912, or at such other place or places as the Board of Directors may designate.

### ARTICLE X - Nonprofit Status

1. No part of the net earnings of the Association shall inure to the benefit of any individual or member.

2. The Association shall not carry on propaganda, or otherwise act to influence legislation.

### ARTICLE XI - Indemnity

Every director and every other officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by 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 Association, 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 by a court of competent jurisdiction to be guilty of willful misfeasance or malfeasance in the performance of his duties. 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.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 9th day of March, 1990, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

James W. Moore (SEAL)

Carolyn B. Andrews (SEAL)

Tricia H. Blakeslee (SEAL)

STATE OF FLORIDA

COUNTY OF Lee

The foregoing instrument was acknowledged before me this 9th day of March, 1990, by James W. Moore, Carolyn B. Andrews and Tricia H. Blakeslee.

Christen L. Appleate  
Notary Public, State of Florida at Large

My commission expires:

(Notarial Seal)

NOTARY PUBLIC, STATE OF FLORIDA MY COMMISSION EXPIRES 6/29/91

REGISTERED AGENT CERTIFICATE

Homeowner's  
 Caloosa Trace Community Association, Inc., a corporation  
 duly organized and existing under the laws of the State of  
 Florida with its principal office, as indicated in the Articles  
 of Incorporation, in Fort Myers, Lee County, Florida, has named  
 Smith and Hulsey, located at 1800 Fl Nat'l Bank Tower  
 225 Water Street, Jacksonville, Florida 32202, as its  
 agent to accept service of process within this state.

By James W. Moore  
 President

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
 stated corporation, at place designated in this Certificate, I  
 hereby accept to act in this capacity and agree to comply with  
 the provision of Florida Statutes relative to keeping open said  
 office.

John R. Smith Jr., Vice Pres -  
 Registered Agent  
 FOR: Smith and Hulsey