

OFF REC 1298 FC1506

1130374

State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of PARKWOODS III HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 7, 1978, as shown by the records of this office.

The charter number for this corporation is 743846.

RECORD VERIFIED - SAL GERACI CLERK
BY LINDA THOMPSON D.C.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 9th day of August, 1978.



Janet M. Langford
SECRETARY OF STATE

CER 101 7-17-78

OFF REC 1298 PC1507

ARTICLES OF INCORPORATION
OF

PARKWOODS III HOMEOWNERS ASSOCIATION, INC.
(A Corporation not for Profit)

APPROVED AND FILED
12 27 PM 1978
TAMPA COUNTY
FLORIDA
SECRETARY OF STATE

in compliance with the requirements of Chapter 617,
Florida Statutes, the undersigned persons do hereby make, sub-
scribe and acknowledge that they have voluntarily associated
themselves together for the purposes of forming a corporation
not for profit.

ARTICLE I

NAME

The name of the corporation is PARKWOODS III HOMEOWNERS
ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of the Association shall
be located at 1700 Park Meadows Drive, Fort Myers, Florida 33907.

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

John J. Malt, whose address is 1700 Park Meadows Drive,
Fort Myers, Florida, is hereby appointed the initial registered
agent of the Association, and his address is designated at the
initial registered office of the Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or
profit to the members thereof, will make no distribution of income
to its members, Directors or Officers, and the specific purposes
for which it is formed are to provide for the ownership, mainte-
nance and preservation of the common area being developed as

OFF. REC. 1298 PG 1508

PARKWOODS III, in Fort Myers, Lee County, Florida, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Lee County, Florida, and as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of 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 licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (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 with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may

OFF. REC. 1298 PC1509

be agreed to 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;

(f) Participants in mergers and consolidations with other non-profit corporations organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have to exercise.

ARTICLE V

MEMBERSHIP

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

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership; Members shall be all owners and shall be entitled to one (1) vote for each unit owned. When more than one (1) person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any unit.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members, whose names and addresses are as follows:

Robert C. Malt

1920 Palm Beach Lakes Boulevard
West Palm Beach, FL 33407

OFF. REC. 1298 PC1510

C. Richard Malt 1620 Professional Building
Tequesta, FL
Mildred B. Malt 1575 Olmeda Way
Fort Myers, FL 33901

These Directors or their successors shall serve until fifty percent (50%) of all possible units in the plat or plats of PARKWOODS III, as is now recorded and as may be subsequently recorded in the Public Records of Lee County, Florida, have been sold, with title thereto being recorded in the Public Records of Lee County, Florida. The sole choice of successor Directors until aforesaid number of sales have been made, shall be made by the remaining aforesaid initial members of the board. When fifty percent (50%) of all such units have been sold, as defined above, one or more of the members of the Association shall have the right to petition the Association to hold a meeting of the members for the purpose of electing one (1) member to the Board to replace one of the above initial members or their successors, as the case may be. After the members of the Association hold such a meeting, and election, the then serving members of the Board shall decide among themselves as to which member shall resign, and shall notify the members of the Association of their decision, and forthwith hold a special meeting of the Board to recognize the new Director.

Until such levels of sales are achieved, as stated above control of the Association shall be vested in a majority of the initial named Directors, or their successors. The developer of the project, PARKWOODS REALTY AND DEVELOPMENT COMPANY, shall have veto power on any act of the Board of Directors that affects the marketability of any units in PARKWOODS III that have not been sold and conveyed to original purchasers thereof.

The number of members of the Board shall initially be three (3), but may be increased after eighty percent (80%) of the units have been sold, as stated above, to five (5) by a vote of a majority of the members of the Association.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given

REC 1298 PC1511

in writing and signed by not less than two-thirds (2/3) of its members. Upon Dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

The Amendments of these Articles shall require the assent of seventy-five per-cent (75%) of the entire membership; however, they cannot amend the provisions of Article VII hereof so long as less than eighty percent (80%) of all units in PARKWOODS III have not been sold.

ARTICLE XI

OFFICERS

The affairs of the Association will be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated are as follows:

President:	Mildred B. Malt 1575 Olmeda Way Fort Myers, Florida 33901
Vice-President	C. Richard Malt 1620 Professional Building Tequesta, Florida
Secretary-Treasurer	Robert C. Malt 1920 Palm Beach Lakes Boulevard West Palm Beach, Florida 33407

OFF. REC. 1298 PC 1512

Assistant Secretary

John J. Malt
1575 Olmeda Way
Fort Myers, Florida 33901

ARTICLE XII

Every Director and every officer of the Association will be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by or imposed upon him in connection with any proceeding or any settlement of 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 when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that, in the event of a settlement this right of indemnification will only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XIII

BY-LAWS

By first By-Laws of the Association will be adopted by the Board of Directors named herein, and may be altered, amended or rescinded in the manner provided by said By-Laws.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25 day of July, 1978.

Mildred B. Malt
Mildred B. Malt

Richard Malt
Richard Malt

Robert C. Malt
Robert C. Malt

STATE OF FLORIDA }
COUNTY OF LEE } ss

I HEREBY CERTIFY that MILDRED B. MALT on this day personally

OFF. 1298 pp. 1513
REC.

appeared before me, the undersigned authority, and she acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of July, 1978.

My Commission Expires:
Notary Public, State of Florida
My Commission Expires Aug. 23, 1981
Issued by American Title & Guaranty Company

H. C. Wilson
Notary Public

STATE OF FLORIDA)
COUNTY OF LEE) §

I HEREBY CERTIFY that ROBERT C. MALT on this day personally appeared before me, the undersigned authority, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of July, 1978.

My Commission Expires:
Notary Public, State of Florida
My Commission Expires Aug. 23, 1981
Issued by American Title & Guaranty Company

H. C. Wilson
Notary Public

STATE OF FLORIDA)
COUNTY OF LEE) §

I HEREBY CERTIFY that C. RICHARD MALT on this day personally appeared before me, the undersigned authority, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of July, 1978.

My Commission Expires:
Notary Public, State of Florida
My Commission Expires Aug. 23, 1981
Issued by American Title & Guaranty Company

H. C. Wilson
Notary Public

OFF. REC. 1298 PC1514

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That PARKWOODS III HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Myers, County of Lee, State of Florida has named JOHN J. MALT

located at 1700 Park Meadow Drive
(Street address and number of building,
Post Office Box address not acceptable)

City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provisions of said Act relative to keeping open said office.

By: [Signature]
(Resident Agent)

CLERK OF CIRCUIT COURT
SAL BERRI
SEP 11 4 04 PM '78
FILED IN OFFICIAL
RECORDS
LEE COUNTY, FLORIDA