

**ARTICLES OF INCORPORATION OF  
EDEN HARBOR  
HOMEOWNERS ASSOCIATION, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be EDEN HARBOR HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the Association, whose address is \_\_\_\_\_, FL 34236

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as EDEN HARBOR, located in the County of Sarasota, Florida, and to perform all acts provided in the Declaration of Covenants and Restrictions for Eden Harbor

**ARTICLE III  
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the operation of the EDEN HARBOR subdivision, located in Sarasota County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director, or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Covenants and Restrictions or Chapter 700, Florida Statutes, as they may hereafter be amended, including, but not limited to, the following

- A To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties
- B To protect, maintain, repair, replace, and operate the common areas and common elements of the Eden Harbor subdivision
- C To purchase insurance upon the Association property and Association property for the protection of the Association and its members
- D To reconstruct improvements after casualty and to make further improvements of the property
- E To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association
- F To enforce the provision of the Declaration of Covenants and Restrictions, these Articles, the Bylaws, and any Rules and Regulations of the Association
- G To contract for the management and maintenance of the Association and the association property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association

H To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association

To borrow money without limit as to amount if necessary to perform its other functions hereunder

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

ARTICLE IV  
MEMBERS

All persons owning a vested present interest in the fee title to any of the Lots of the Harbor subdivision, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates.

Prior to the recording of said Declaration of Restnctions for the Eden Harbor Subdivision in the public records of said county, the subscnbers hereto shall remain the members of the Association and shall each be entitled to one vote

ARTICLE V  
VOTING INTERESTS

Each Unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one unit or that units may be joined together an occupied by one Owner. In the event of a joint ownership of a Unit, the vote to which that unit is entitled shall be executed in the manner provided for in the Bylaws

ARTICLE VI  
INCOME DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered

ARTICLE VII  
EXISTENCE

This corporation shall exist perpetually unless dissolved according to law

ARTICLE VIII  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o Robert E. Messick, Icard, Merrill, Cullis, Timm & Furen, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237, and the registered agent at such address shall be Robert E. Messick, Esquire

ARTICLE IX  
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than five (5) persons, as shall be designated by the Bylaws

ARTICLE X  
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows

<u>Name</u>	<u>Office</u>	<u>Address</u>
_____	President & Director	_____, _____, Florida _____
_____	Vice President, Secretary & Director	_____, _____, Florida _____
_____	Treasurer & Director	_____, _____, Florida _____

ARTICLE XI  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XII  
RIGHTS OF DEVELOPER

ROCKPORT DEVELOPMENT CORPORATION, a Florida corporation, which is the Developer of the Eden Harbor subdivision, shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association (who need not be unit owners) until the following shall occur:

A When fifteen percent (15%) or more of the Units that will be operated ultimately by the Association are conveyed to owners other than Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors

B Unit owners other than the Developer will be allowed to elect a majority of the members of the Board and control the Association at whichever of the following times shall first occur

(1) Three (3) years after the Developer has sold fifty percent (50%) of the units that will be operated ultimately by the Association,

(2) Three (3) months after the Developer has sold ninety percent (90%) of the units that will be operated ultimately by the Association,

(3) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business, or

(4) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business

C Developer shall be entitled to appoint at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the units that will ultimately be operated by the Association for sale in the ordinary course of business

Notwithstanding any provision contained herein to the contrary, during the period Developer is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members

ARTICLE XIII  
BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIV  
SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of incorporation are as follows

ARTICLE XV  
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 2002

\_\_\_\_\_(SEAL)

\_\_\_\_\_

\_\_\_\_\_(SEAL)

\_\_\_\_\_(SEAL)

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me \_\_\_\_\_, 2002, by \_\_\_\_\_, who is personally known to me or who has produced \_\_\_\_\_ as identification

\_\_\_\_\_  
Notary Public  
My Commission Expires

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me \_\_\_\_\_, 2002, by \_\_\_\_\_, who is  
personally known to me or who has produced \_\_\_\_\_ as identification

\_\_\_\_\_  
Notary Public  
My Commission Expires

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me \_\_\_\_\_, 2002, by \_\_\_\_\_, who is  
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\_\_\_\_\_  
Notary Public  
My Commission Expires

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

\_\_\_\_\_(SEAL)  
ROBERT E MESSICK, ESQUIRE

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me \_\_\_\_\_, 2002, by ROBERT E. MESSICK, Esquire,  
who is personally known to me or who has produced \_\_\_\_\_ as identification

\_\_\_\_\_  
Notary Public  
My Commission Expires: