

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on March 10, 1997, as shown by the records of this office.

The document number of this corporation is N97000001447.

OR: 2353 PG: 0496

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventeenth day of March, 1997



CR26022 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

FILED

**ARTICLES OF INCORPORATION
FOR
PELICAN STRAND HOMEOWNERS' ASSOCIATION,
(A Corporation Not-for-Profit)**

MAR 10 AM 10:35

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of the corporation is: **PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC.**, hereinafter referred to as the "Association." The mailing address for the corporation is 10621 Airport-Pulling Road North, Naples, Florida 34109.

**ARTICLE II
PURPOSES**

The purposes of the Association are:

1. To provide for maintenance, preservation, control and operation of property within the Pelican Strand community, located in Collier County, Florida, and such other property as may be added thereto;
2. To enhance the civic, social and recreational interests of its Members; and
3. To otherwise promote the health, safety, and welfare of its Members and their property within Pelican Strand.

**ARTICLE III
POWERS**

1. **GENERAL POWERS.** The Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration of Covenants, Conditions and Restrictions for Pelican Strand.
2. **NECESSARY POWERS.** The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
 - A. To exercise all 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 for Pelican Strand (the "Declaration") recorded in the office of the Clerk of Court in and for Collier County, Florida. All terms used herein which are defined in the Declaration shall have the meaning herein as therein;
 - B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Association Common Area;

- C. To fix, establish, levy and collect Assessments against Members' property and operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- D. To make, amend or rescind Bylaws for the Association; provided that at no time shall the Bylaws conflict with these Articles or the Declaration; and
- E. To pay all taxes and other Assessments which are liens against the Association.

ARTICLE IV

PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provision of these Articles and with the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Association.

ARTICLE V

MEMBERSHIP

Every Owner and the Declarant, so long as they own Lots, shall be members of the Pelican Strand Homeowners' Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to Assessment by the Pelican Strand Homeowners' Association. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Association, and the Declaration.

The Pelican Strand Homeowners' Association shall have two (2) classes of membership: (a) Class "A" Members, and (b) Class "B" Members as follows:

- A. Class "A". Class "A" Members shall be all Owners of Lots within Pelican Strand Single Family Community other than the Class "B" Member.
- B. Class "B". The Class "B" Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class "B" Membership shall terminate upon Turnover or Declarant's earlier termination, and be converted to Class "A" Membership.

ARTICLE VI

VOTING

- A. Class "A" Member. Upon Turnover, Class "A" Members shall be entitled to one (1) vote for each Lot owned by the respective Class "A" Member provided, however, there shall be only one (1) vote per Lot.
- B. Class "B" Member. Until Turnover, or until the Declarant earlier terminates this Class B, the Class "B" Member shall be entitled to cast all Membership votes on behalf of the Association

and to appoint all members of the Association Board of Directors. Thereafter, the Declarant shall be a Class A Member entitled to one (1) vote for each Lot owned.

- C. Joint Ownership, Corporations. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the By-Laws. In any situation where more than one person holds an interest in a Lot, the vote for the respective Lot shall be exercised by any such person; provided, however, the persons holding the interest in the Lot can notify the secretary of the Pelican Strand Homeowners' Association, in writing, prior to or during any meeting of the manner in which the vote for the Lot is to be exercised, and in the absence of such notice, the Lot's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

**ARTICLE VII
ADDITIONS OF PROPERTIES AND MEMBERSHIP**

Declarant may, so long as it owns property in Pelican Strand and in accordance with the Declaration, add land to the Property and increase the number of Members.

**ARTICLE VIII
BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three Directors appointed by Declarant. The names and addresses of the initial Directors are:

1. Robert Paul Hardy
Suite One
10621 Airport-Pulling Road North
Naples, Florida 34109
2. Renee Tolson
Suite One
10621 Airport-Pulling Road North
Naples, Florida 34109
3. W. Neil Dorrill
Suite One
10621 Airport-Pulling Road North
Naples, Florida 34109

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting after the termination of Class B Membership and at each annual meeting thereafter the Members shall elect Directors for terms as set forth in the Bylaws. Except for Directors appointed by Declarant, Directors must be Members of the Association.

**ARTICLE IX
OFFICERS**

The Board of Directors may elect Officers from among its Members. The Officers of the Association shall be the President, a Secretary/Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The initial Officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

Robert Paul Hardy - President
W. Neil Dorrill - Vice President
Renee Tolson - Secretary/Treasurer

**ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys' 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 guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Association. 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.

**ARTICLE XI
BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a Member.

**ARTICLE XII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

**ARTICLE XIII
DISSOLUTION**

The Association may be dissolved if not less than three-fourths (%) of the members of the Board of Directors adopt a resolution to that effect, such resolution is approved by Declarant for so long as it is a Member, and not less than three-fourths (%) of the Members of the Association, and a decree is issued in accordance with Section 617.05, Florida Statutes.

**ARTICLE XIV
DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association, without the receipt of other than nominal consideration, by Declarant shall be returned in fee simple and without encumbrances to Declarant or its successor, whether or not it is a Member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.
3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting rights.
4. No disposition of the Association property shall be effective to divest or diminish any right or title of any Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument.

**ARTICLE XV
AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

1. So long as Declarant is a Member, each amendment of these Articles must be first approved in writing by the Declarant. Thereafter, each such amendment must be approved by a two-thirds (2/3) vote of all Members.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Lot owned by such Member unless made in accordance with provisions of such deed or instrument.

**ARTICLE XVI
TERMS OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE XVII
INCORPORATOR**

The name and address of the incorporator of PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC., is:

<u>NAME</u>	<u>ADDRESS</u>
John D. Humphreville	Quarles & Brady 4501 Tamiami Trail North, Ste. 300 Naples, Florida 34103

**ARTICLE XVIII
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent for this corporation shall be John D. Humphreville, Esq., and the registered office shall be located at Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

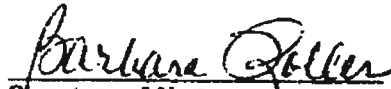
John D. Humphreville IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this day of March, 1997.


JOHN D. HUMPHREVILLE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of incorporation of PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC. was acknowledged before me this 5 day of March, 1997, by John D. Humphreville, who is personally known to me, and who did not take an oath.

SEAL


Signature of Notary

Barbara Roller
NAME OF NOTARY



 BARBARA ROLLER
 NOTARY PUBLIC
 EXPIRES: January 14, 2001
 State of Florida Public Education

Serial Number _____
Number (if any) Printed _____

FILED

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

97 MAR 10 AM 10:35

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

First, that PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named John D. Humphreville, Esq., located at Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

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



JOHN D. HUMPHREVILLE, es
REGISTERED AGENT

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 30, 1999, to Articles of Incorporation for PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC. which changed its name to THE STRAND HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N97000001447.

2491616 OR: 2558 PG: 3064

RECORDED IN OFFICIAL RECORDS OF COLLIER COUNTY, FL
06 15 1999 AT 10:03PM DWIGHT W. BRACK, CLERK
REC 558 10 51

Re:
CHARLES & BRADY
4500 TAMiami TRAIL N #300
NAPLES FL 34103 3360

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



CRREQ. 1111

RETURN TO:
LEO J. SALVATORE
CHARLES & BRADY
SUITE 300
4501 TAMiami TRAIL N.
NAPLES, FLORIDA 34103

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION

OF

PELICAN STRAND HOMEOWNERS' ASSOCIATION, INC.

FILED
99 APR 30 PM 4:02
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is THE STRAND HOMEOWNERS' ASSOCIATION, INC.

The foregoing Amendment was adopted by the members and Board of Directors and the number of votes cast for the Amendment was sufficient for approval. The Amendment is to take effect on April 30, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 29th day of April, 1999.

PELICAN STRAND
HOMEOWNERS' ASSOCIATION, INC.

By


Robert Paul Hardy, as President