

# State of Florida



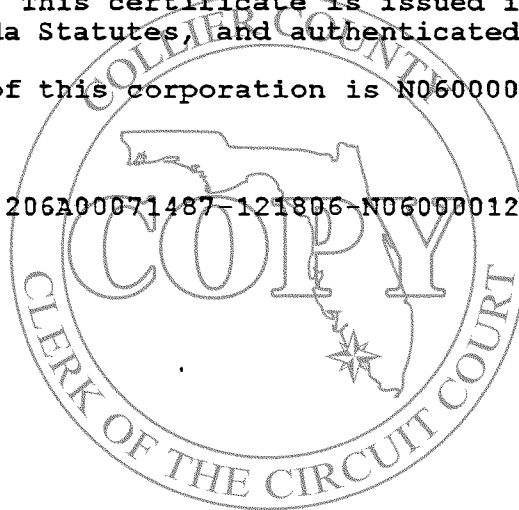
## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MAYFLOWER WAY RECREATION ASSOCIATION, INC., a Florida corporation, filed on December 15, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000295868. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N06000012816.

Authentication Code: 206A00071487-121806-N06000012816-1/1



Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Eighteenth day of December, 2006



Exhibit "B"

Sue M. Cobb  
Sue M. Cobb  
Secretary of State



December 18, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MAYFLOWER WAY RECREATION ASSOCIATION, INC.  
\* PULTE HOME CORPORATION  
9240 ESTERO PARK COMMONS BLVD.  
ESTERO, FL 33928

The Articles of Incorporation for MAYFLOWER WAY RECREATION ASSOCIATION, INC. were filed on December 15, 2006, and assigned document number N06000012816. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H06000295868.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4 or by going to their website at [www.irs.ustreas.gov](http://www.irs.ustreas.gov).

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Loria Poole  
Document Specialist  
New Filings Section  
Division of Corporations

Letter Number: 206A00071487

P.O BOX 6327 - Tallahassee, Florida 32314

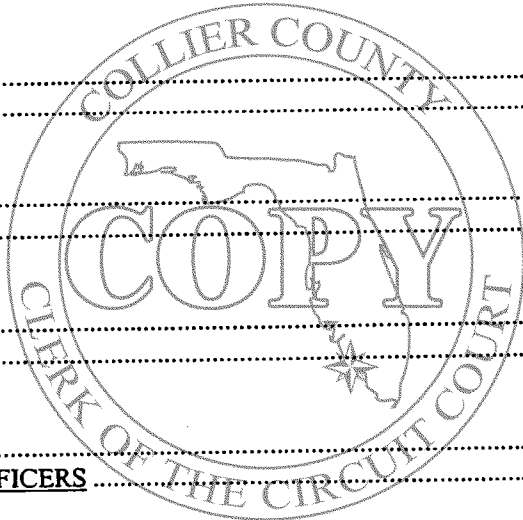
Exhibit "B"

**ARTICLES OF INCORPORATION**  
**FOR**  
**MAYFLOWER WAY RECREATION ASSOCIATION, INC.**



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**ARTICLES OF INCORPORATION**  
**MAYFLOWER WAY RECREATION ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Recreation Association", is Mayflower Way Recreation Association, Inc., and its address is c/o Pulte Home Corporation, 9240 Estero Park Commons Blvd., Estero, FL 33928.

**ARTICLE II**

**DEFINITIONS:** The definitions set forth in the Declaration of Covenants, Conditions and Restrictions for Mayflower Way and Section 720.301, Florida Statutes (2006) shall apply to terms used in these Articles.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Recreation Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act and Chapter 720, Florida Statutes (the "Act") for the operation of Mayflower Way, located in Collier County, Florida. The Recreation Association is organized and shall exist on a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Recreation Association shall be distributed or inure to the private benefit of any Mayflower Way Member, Director or officer. For the accomplishment of its purposes, the Recreation Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the Mayflower Way Documents; and it shall have all of the powers and duties reasonably necessary to operate Mayflower Way pursuant to the Mayflower Way Documents as they may hereafter be amended, including, but not limited to the following:

- (A) To make and collect Recreation Association Assessments against Mayflower Way Members to defray the costs, expenses and losses of the Recreation Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Recreation Association property.
- (C) To purchase insurance for the protection of the Recreation Association and the Mayflower Way Members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Recreation Association property.
- (E) To make, amend and enforce Mayflower Way Rules and Regulations as set forth in the Mayflower Way Declaration.
- (F) To approve or disapprove the transfer, leasing and occupancy of Parcels as may be provided in the Mayflower Way Declaration.

(G) To enforce the provisions of the laws of the State of Florida that are applicable to Mayflower Way, and the Mayflower Way Documents.

(H) To contract for the management and maintenance of Mayflower Way and the Recreation Association property, and any property or easements and related improvements that are dedicated to the Recreation Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, and to delegate any powers and duties of the Recreation Association in connection therewith except such as are specifically required by law or by the Mayflower Way Declaration to be exercised by the Mayflower Way Board of Directors or the Mayflower Way Members.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Mayflower Way.

(J) To borrow money as necessary to perform its other functions hereunder.

(K) To grant, modify or move any easement.

(L) To acquire, own, lease and dispose of any real and personal property.

(M) To sue and be sued.

All funds and the title to all property acquired by the Recreation Association shall be held for the benefit of the Mayflower Way Members in accordance with the provisions of the Mayflower Way Documents. In the event of termination, dissolution or final liquidation of the Recreation Association, the responsibility for the operation and maintenance of the Mayflower Way Common Area and other property the Recreation Association is obligated to maintain pursuant to the Mayflower Way Declaration, including any property or easements and related improvements that are dedicated to the Recreation Association by plat or separate instrument, including any agreement or easement which imposes maintenance obligations on the Recreation Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Mayflower Way Common Area and dissolution of the Recreation Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") as long as there is a Class "B" Mayflower Way Membership.

#### ARTICLE IV

##### MEMBERSHIP:

(A) The Mayflower Way Members shall be the record Mayflower Way Owners of a fee simple interest in one or more Parcels. Class "A" Mayflower Way Members are all Mayflower Way Owners other than Mayflower Way Developer. The Class "B" Mayflower Way Member is Mayflower Way Developer as further provided in the Recreation Association's Bylaws.

(B) The share of a Mayflower Way Member in the funds and assets of the Recreation Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

(C) Except as otherwise provided in the Recreation Association's Bylaws with respect to the Class "B" Mayflower Way Member, the owners of each Parcel, collectively, shall be entitled to one

vote in Recreation Association matters. The manner of exercising voting rights shall be as set forth in the Recreation Association's Bylaws.

ARTICLE V

TERM: The term of the Recreation Association shall be perpetual.

ARTICLE VI

BYLAWS: The Recreation Association's Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Recreation Association shall be administered by a Mayflower Way Board of Directors consisting of the number of Directors determined by the Recreation Association's Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Recreation Association shall initially be appointed by and shall serve at the pleasure of Mayflower Way Developer, and following the Mayflower Way Turnover Date shall be elected by the Mayflower Way Members in the manner determined by the Recreation Association's Bylaws. Directors may be removed and vacancies on the Mayflower Way Board of Directors shall be filled in the manner provided by the Recreation Association's Bylaws.

(C) The business of the Recreation Association shall be conducted by the officers designated in the Recreation Association's Bylaws. The officers shall be elected each year by the Mayflower Way Board of Directors at its first meeting after the annual meeting of the Mayflower Way Members, and they shall serve at the pleasure of the Mayflower Way Board. The initial Directors are as follows:

Edwin D. Stackhouse  
c/o Pulte Home Corporation  
9240 Estero Park Commons Blvd.  
Estero, FL 33928

Richard McCormick  
c/o Pulte Home Corporation  
9240 Estero Park Commons Blvd.  
Estero, FL 33928

Laura Ray  
c/o Pulte Home Corporation  
9240 Estero Park Commons Blvd.  
Estero, FL 33928

The initial Officers are as follows: Edwin D. Stackhouse- President; Richard McCormick- Vice President;

and Laura Ray- Secretary/Treasurer.

ARTICLE VIII

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 Mayflower Way Board or by a written petition to the Mayflower Way Board, signed by the Representatives representing at least one-fourth (1/4) of the voting interests of the Recreation Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Mayflower Way Board or Mayflower Way Members, such proposed amendment shall be submitted to a vote of the Mayflower Way Members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Prior to the Mayflower Way Turnover Date, amendments shall be adopted by Mayflower Way Developer. Subsequent to the Mayflower Way Turnover Date, a proposed amendment shall be adopted if it is approved by Representatives representing at least two-thirds (2/3) of the voting interests, at any annual or special meeting called for the purpose. As long as Mayflower Way Developer owns a Parcel, an amendment to these Articles of Incorporation shall not be effective without the prior written consent of Mayflower Way Developer, which consent may be denied in Mayflower Way Developer's discretion, provided, further, that regardless of whether Mayflower Way Developer owns a Parcel, no amendment shall be effective if it affects Mayflower Way Developer's rights or alters any provision made for Mayflower Way Developer's benefit. Amendment of these Articles requires prior written approval of HUD/VA as long as there is a Class "B" Mayflower Way Membership.

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Recreation Association shall indemnify and hold harmless every Director and every officer of the Recreation Association against all expenses and liabilities, including attorney 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 Recreation 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:

(A) Willful misconduct or a conscious disregard for the best interests of the Recreation Association, in a proceeding by or in the right of the Recreation Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Mayflower Way Board of



Directors approves such settlement as being in the best interest of the Recreation Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

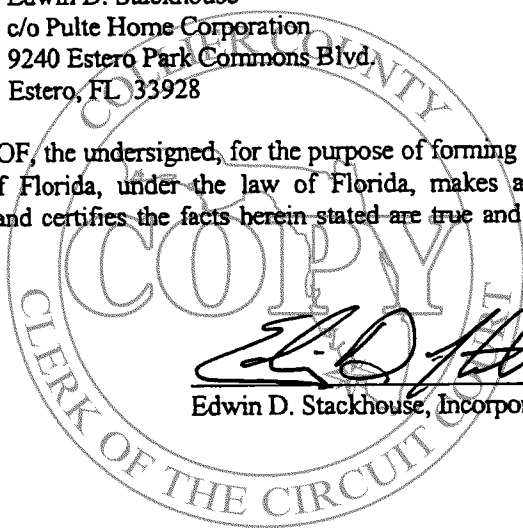
Edwin D. Stackhouse  
c/o Pulte Home Corporation  
9240 Estero Park Commons Blvd.  
Estero, FL 33928


ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Edwin D. Stackhouse  
c/o Pulte Home Corporation  
9240 Estero Park Commons Blvd.  
Estero, FL 33928

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a not-for-profit corporation to do business in the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 13<sup>th</sup> day of December, 2006.



  
Edwin D. Stackhouse, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

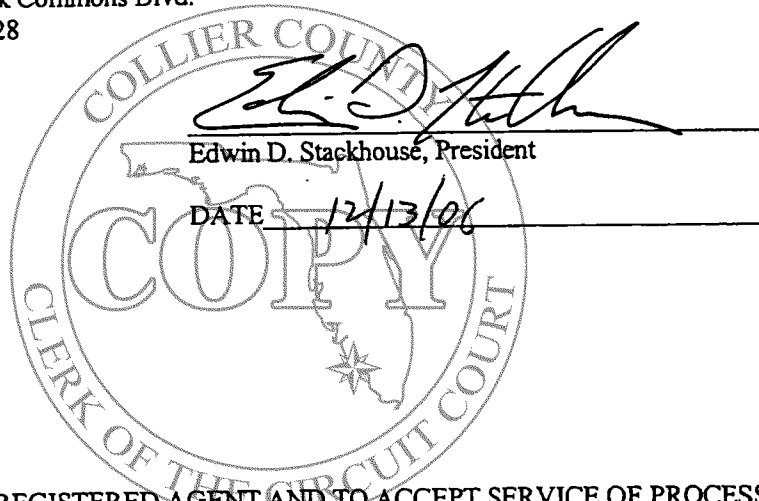
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MAYFLOWER WAY RECREATION ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

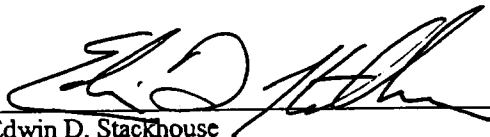
Edwin D. Stackhouse  
c/o Pulte Home Corporation  
9240 Estero Park Commons Blvd.  
Estero, FL 33928



Edwin D. Stackhouse, President

DATE 12/13/06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Edwin D. Stackhouse

DATE 12/13/06