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FLORIDA PROFIT/NON PROFIT CORPORATION
CAROLINA COMMONS OWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
CAROLINA COMMONS OWNERS' ASSOCIATION, INC.
(A Florida Not-For-Profit Corporation)**

The undersigned hereby executes and submits these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes. Terms which are used as defined terms herein without definition shall have the meaning ascribed to such terms in the Declaration of Covenants, Conditions, and Restrictions for Carolina Commons (the "Declaration") to be recorded in the Public Records of Collier County, Florida.

**ARTICLE I
Corporate Name**

The name of the corporation is Carolina Commons Owners' Association, Inc., hereinafter called the "Association".

**ARTICLE II
Address**

The initial mailing address of the Association shall be 3785 Airport Road North, Suite B-1, Naples, Florida 34105. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association from time to time.

**ARTICLE III
Purpose and Powers of the Association**

The purposes for which the Association is organized are to provide for maintenance and preservation of Tracts and Common Areas located within Carolina Commons, a subdivision, per plat to be recorded in the Public Records of Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. 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 or the Declaration, as they may hereafter be amended from time to time, including without limitation, the following:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property, to be recorded in the Public Records of Collier County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth at length;

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(b) To 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 in connection therewith 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) To 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) To borrow money, and with the unanimous consent of the members entitled to vote, 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) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) To maintain and operate any roads and streets, sewer and/or potable water facilities and the surface/stormwater management system and related appurtenances, including, but not limited to, all lakes, retention areas, swales, culverts and drainage structures in accordance with any permit issued by the South Florida Water Management District, or its successor;

(g) To establish rules and regulations of the Association;

(h) To sue and be sued;

(i) To contract for services necessary to operate and maintain the surface/stormwater management system and other property (tracts and easements) dedicated to the Association, and any corresponding infrastructure; and

(j) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

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
Membership/Voting Rights

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

(a) The record owners of each Tract, as that term is defined in the Declaration, shall be members of the Association ("Members"), and no other persons or entities shall be entitled to membership. 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 a Tract which is subject to assessment by the Association. In the event a Tract is subdivided, the Sub-Association therefor shall be the applicable Member of the Association. The

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Association shall have one (1) class of voting membership. On all matters on which the membership shall be entitled to vote, the Members shall have the voting interests provided in this Article. There will be four (4) votes allocated to Tract 1; and four (4) votes allocated to Tract 2. When a Tract has been subdivided, the Sub-Association therefore shall, at least annually, by majority vote of its members, appoint one (1) member of the Sub-Association as the Sub-Association's voting representative (the "Voting Representative"). The Voting Representative shall attend the meetings of the Members of the Association, and shall cast votes in the manner determined by the Sub-Association's board of directors and/or governing documents of the Sub-Association, or absent such direction, in the manner determined by the Voting Representative. Written notice of the appointment shall be given to the Association. The Bylaws may establish procedures for voting when title to a Tract is held in the name of a corporation or more than one (1) person or entity.

(b) Membership shall be established by the acquisition of fee title to a Tract or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or the person's entire fee ownership in such Tract.

(c) The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the tract owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

ARTICLE V Liability for Debts

Neither the Members nor the officers or the directors of the Association shall be liable for the debts of the Association.

ARTICLE VI Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

<u>Name</u>	<u>Address</u>
William L. Hoover	5690 Wax Myrtle Way, Naples, Florida 34109
George Vukobratovich	2400 9th Street North, Suite #101, Naples, Florida 34103
Jeremy Sterk	2875 Garland Rd., Naples, Florida 34117

Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

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**ARTICLE VII
Officers**

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the Members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	William L. Hoover
Vice President	George Vukobratovich
Secretary	Jeremy Stark
Treasurer	Charlene S. Hoover

**ARTICLE VIII
Indemnification**

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person 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, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best 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, Officer or member serving the Association may be entitled.

**ARTICLE IX
Bylaws**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

**ARTICLE X
Dissolution**

The Association may be dissolved upon written assent signed by unanimous consent of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including, without limitation, the surface water management system) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this

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Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XI
Term

The term of the Association shall be perpetual.

ARTICLE XII
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 Board of Directors or upon petition by a Member, in writing, signed by them.

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

(c) **Vote Required.** Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by the unanimous vote of the voting interests of the Members at any annual or special meeting, or by the unanimous approval in writing of the voting interests of the Members without a meeting. Notice of any proposed amendment shall be given to the Members of the Association and that the notice contains a fair statement of the proposed amendment. Notwithstanding the foregoing, so long as the Declarant owns any Tract(s) within Carolina Commons, any proposed amendment of these Articles of Incorporation shall be subject to the Declarant's written consent, which may be withheld in the Declarant's sole discretion.

(d) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

(b) **Limit on Amendments.** No amendment shall make any changes in the qualifications for membership, or in the voting rights of Members, without approval in writing by all Members.

ARTICLE XIII
Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

William L. Hoover
Catalina Land Group, Inc.
3785 Airport Road North, Suite B-1
Naples, Florida 34105

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ARTICLE XIV
Registered Office and Agent

The street address of the initial registered office of this corporation is 3785 Airport Road North, Suite B-1, Naples, Florida 34105, and the name of the initial registered agent of this corporation is William L. Hoover.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 31st day of May, 2006.

By: William L. Hoover
William L. Hoover
Its: Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



William L. Hoover
Registered Agent

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