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FLORIDA PROFIT/NON PROFIT CORPORATION
Cape Coral Marketplace Property Owners Association,

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ARTICLES OF INCORPORATION
OF

CAPE CORAL MARKETPLACE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is CAPE CORAL MARKETPLACE PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association shall be located at 200 Ocean Avenue, Suite 202, Melbourne Beach, Florida 32951.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association shall be at 2105 N. Park Avenue, Winter Park, Florida 32789, with the privilege of having its office at other places within or without the State of Florida. The initial registered agent shall be Alton L. Lightsey.

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, operation, maintenance, and preservation of the Common Areas within the development known as CAPE CORAL MARKETPLACE (the "Development") located in Lee County, Florida, more particularly described in the Declaration (defined below), and to promote the health, safety, and welfare of its Members 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 Easements (the

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"Declaration"), dated as of October 2, 2015, made by MDT OF CAPE CORAL, LLC, a Florida limited liability company, as Declarant, as such Declaration may be amended from time to time, and recorded or to be recorded in the Public Records of Lee County, Florida; said Declaration is incorporated herein as if set forth at length. Capitalized terms not otherwise defined in these Articles shall have the meanings ascribed thereto in the Declaration. Wherever the terms and provisions of the Declaration and these Articles conflict, the terms and provisions of the Declaration shall control;

B. Fix, levy, collect, and enforce payment by any lawful means, all Assessments pursuant to the terms of the Declaration for the cost of maintenance and operation of the Common Areas, to pay all expenses in connection therewith, and all 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. Dedicate, grant easements in, 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 set forth in the Declaration, or as may be otherwise agreed to by the vote of a majority of the Members. Except as otherwise provided in the Declaration, no such dedication or transfer shall be effective unless an instrument has been signed by the members holding a majority of the votes of the Members, agreeing to such dedication, sale or transfer;

E. To contract for the management and maintenance of the Common Areas; to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, and maintenance, repair, and replacement of the Common Areas with funds as shall be made available by the Association for such purposes;

F. Operate, maintain and manage the Stormwater Management System in a manner consistent with the requirements of the Permit, and all applicable District rules, and to assist in the enforcement by the District of the restrictions and covenants set forth in the Declaration; and

G. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the corporation not for profit law of the State of Florida by law now or hereafter have to exercise, and all other powers necessary for the purposes for which the Association is organized.

ARTICLE V

MEMBERSHIP

Section 5.1 Membership Generally. Every Person who is a record Owner of a fee or undivided fee interest in any Tract in the Development shall be a Member of the Association. The foregoing is not intended to include Persons or entities that 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 Tract which is subject to Assessment by the Association. Except as set forth in Section 4.3 of the Declaration, the "Owner" of the Wal-Mart Tract for purposes of this Declaration shall be Wal-Mart, for so long as Wal-Mart is the owner or lessee of the Wal-Mart Tract. All such Owners shall be Members of the Association.

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Section 5.2 Classes of Membership. There shall be one (1) class of Members. The Members shall consist of the Owners of Tracts in the Development.

ARTICLE VI

BOARD OF DIRECTORS

Section 7.1 Initial Board of Directors. The names and addresses of the Members of the first Board of Directors who shall hold office until the annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

Robert Morse
200 Ocean Avenue, Suite 202
Melbourne Beach, Florida 32951

David Morse
200 Ocean Avenue, Suite 202
Melbourne Beach, Florida 32951

Harry Lee Deffebach
1101 River Road
Melbourne Beach, FL 32951

Section 7.2 Directors. The affairs of the Association shall be managed by a Board of Directors as provided in the By-Laws, but consisting of not less than three (3) Directors. Directors need not be Members of the Association and need not be residents of the State of Florida. Each Director shall serve for a term from the date of the meeting where he or she is elected until the next annual meeting.

ARTICLE VII

EFFECTIVE DATE AND DURATION

The existence of the Association shall be effective as of the filing of these Articles of Incorporation with the Florida Secretary of State, and the Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Areas must be transferred to, and accepted by, an entity which would comply with the regulations of the District, and be approved by the District, prior to such termination, dissolution or liquidation.

ARTICLE VIII

AMENDMENTS

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Section 9.1 Proposal. An amendment or amendments to these Articles of Incorporation may be proposed by the Declarant, Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the Members of the Association owning a majority of the votes in the Association, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Declarant, Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the Members of the Association not earlier than thirty (30) days, but not later than ninety (90) days from the date a copy of the proposed amendment or amendments is mailed to the Members.

Section 9.2 Notice. It shall be the duty of the Secretary to give each Member written notice of such meeting, stating the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than thirty (30) days nor more than ninety (90) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at his or her Post Office address as it appears on the records of the Association, with postage thereupon prepaid. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such Member.

Section 9.3 Resolution. At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any Member of the Board of Directors of the Association, or by any Member of the Association, present in person or by proxy.

Section 9.4 Approval. Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles of Incorporation shall require the affirmative vote of a majority of the Members of the Board of Directors of the Association, and the affirmative vote of not less than a majority of the votes of the Members of the Association. Members of the Board of Directors and Members of the Association not present in Person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval of the amendment) in writing, provided that such writing is delivered to the Secretary of the Association prior to the commencement of the meeting.

Section 9.5 Limitation. Provided, however, that no amendment shall make any changes in the qualification for Membership nor in the voting rights or property rights of Members, without approval in writing by all Members and the joinder of all Institutional Mortgagees upon the Tracts. No amendment shall be made that is in conflict with the Declaration. So long as Wal-Mart is the owner or lessee of the Wal-Mart Tract, no amendment shall be effective without the prior written consent of Wal-Mart, such consent not to be unreasonably withheld, conditioned or delayed.

ARTICLE IX

OFFICERS

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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 are to manage the affairs of the Association until the annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

PRESIDENT/TREASURER

Robert Morse
200 Ocean Avenue, Suite 202
Melbourne Beach, Florida 32951

VICE PRESIDENT/ SECRETARY

David Morse
200 Ocean Avenue, Suite 202
Melbourne Beach, Florida 32951

ARTICLE X

INDEMNIFICATION

The Association shall indemnify every Director and Officer, their heirs, executors and administrators, against all loss, cost and expense reasonably incurred by such Person in connection with any action, suit or proceeding to which such Person may be made a party by reason of being or having been a Director or Officer of the Association, including reasonably attorneys' fees and costs, except as to matters wherein such Person shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The Association shall have the power to purchase and maintain insurance on behalf of any Person who is or was a Director, Officer, employee or agent of the Association against any liability asserted against such Person and incurred by such Person in any such capacity, or arising out of such Person's status as such.

ARTICLE XI

BY-LAWS

The first By-Laws of the Association will be adopted by the Directors named herein, and may be altered, amended, or rescinded in the manner provided by said By-Laws. Any By-Laws adopted by the Board of Directors shall be consistent with these Articles.

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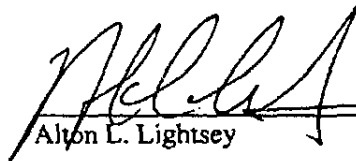
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ARTICLE XII
INCORPORATOR

The name and address of the incorporator is:

Alton L. Lightsey, Esq.
Lightsey & Associates, P.A.
2105 Park Avenue North
Winter Park, FL 32789

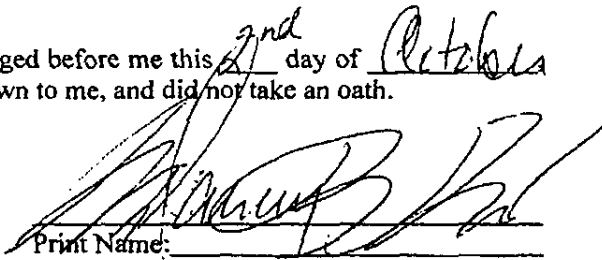
IN WITNESS WHEREOF, the undersigned has executed this instrument this 2nd day of October, 2015.



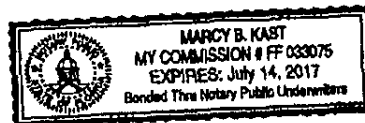
Alton L. Lightsey

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of October 2015 by Alton L. Lightsey. He is personally known to me, and did not take an oath.



Print Name: _____
Notary Public /
My Commission Expires: _____



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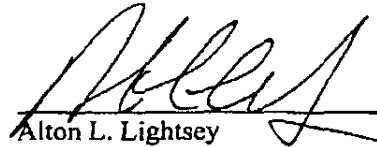
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

That, CAPE CORAL MARKETPLACE PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at 200 Ocean Avenue, Suite 202, Melbourne Beach, Florida 32951, has named Alton L. Lightsey whose office is located at 2105 Park Avenue North, Winter Park, FL 32789, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept the service of process for the above-stated Corporation, at the 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.


Alton L. Lightsey

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