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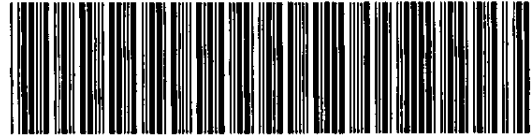
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amended/Restated
@ 12/9/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA HOGS COMMERCIAL OWNERS' ASSOCIATION, INC

DOCUMENT NUMBER: N13000010081

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jenna Persons

(Name of Contact Person)

Strayhorn & Persons PL

(Firm/ Company)

2125 First Street Ste 201

(Address)

Fort Myers, FL 33901

(City/ State and Zip Code)

jpersons@strayhornlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jenna Persons

(Name of Contact Person)

at 239 3341260

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
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OF FLORIDA
13-DEC-2 2:40:53

RESTATED AND AMENDED

ARTICLES OF INCORPORATION

OF

FLORIDA HOGS COMMERCIAL OWNERS' ASSOCIATION, INC.

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to organizational documents and Florida law, were approved by a majority of the Board of Directors on this 8 day of November, 2013.

ARTICLE I: NAME

The name of the corporation, herein called the "Association", is Florida Hogs Commercial Owners' Association, Inc., and its address is 12271 Towne Lake Drive, Fort Myers, FL 33913.

ARTICLE II: DEFINITIONS

The definitions set forth in the Declaration of Covenants and the Florida Not-For-Profit Corporations Act shall apply to terms used in these Articles.

ARTICLE III : PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Florida Hogs Commercial Center (the "Development") located in Lee 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. 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 under the laws of the State of Florida including Section 617.0302, Florida Statutes, except as expressly limited or modified by these Articles, the Declaration of Covenants (the "Declaration"), Bylaws and the Rules and Regulations (these Articles, the Declaration, Bylaws and Rules and Regulations shall be collectively referred to herein as the "Governing Documents"), as they may hereafter be amended, including but not limited to the following:

- A. To fix, levy, collect and enforce assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the Association property, specifically including the Surface Water Management System Facilities, including all inlets, swales, ditches, canals, impairments, berms, ponds, lakes, retention/detention areas, floodplain conservation areas, wetlands and any associated buffer areas, wetland mitigation areas, culverts, pumps and water control structures.
- C. To purchase insurance upon the Development and Association property for the protection of the Association and its members.
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the property.

E. To establish, amend and enforce reasonable rules and regulations as set forth in the Declaration.

F. To enforce the provisions of the Governing Documents and provisions of the laws of the State of Florida that are applicable to the Development.

G. To contract for services to provide for the operation, management and maintenance of the Development and the Association property, including the Surface Water Management System Facilities and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or 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 Development.

I. To borrow money as necessary to perform its other functions hereunder.

J. To grant, modify or move any easement.

K. To sue and to be sued.

L. To own and convey property.

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 Governing Documents.

ARTICLE IV: MEMBERSHIP

The members of the Association shall consist of all record owners of a fee simple interest in one or more Parcels. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel. The owners of each Parcel, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V :TERM

The term of the Association shall be perpetual. On dissolution the assets of the Association, including, without limitation, the control or right of access to the property containing the Surface Water Management System Facilities, shall be conveyed or dedicated to an appropriate governmental agency or public utility for use in carrying out the continued maintenance and operation of the Common Areas and other duties of the Association. If such conveyance and/or dedication is refused acceptance, such assets shall be granted, conveyed and dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the Common Areas and other duties of the Association.

ARTICLE VI: BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII: DIRECTORS AND OFFICERS

The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Declarant, and following transition shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

The initial Directors of the Association shall be:

Jeffery S. Fischer, Director and President
12771 Towne Lake Drive
Fort Myers, FL 33913

Kimberly Haskins, Director and Vice President
12771 Towne Lake Drive
Fort Myers, FL 33913

John Greene, Director
12771 Towne Lake Drive
Fort Myers, FL 33913

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 Board or by a written petition to the Board, signed by at least fifty (50%) percent of the voting interests of the Association.

B. Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment 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. Prior to transition of control of the Board of Directors from the Declarant of the Development, amendments shall be adopted by the Board of Directors. Subsequent to transition of control of the Board of Directors, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests in the Association who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as Declarant owns a Parcel an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Declarant, which consent may be denied in

Declarant's discretion, provided, further, that regardless of whether Declarant owns a Parcel, no amendment shall be effective if it affects the Declarant's rights or alters any provision made for the Declarant's benefit.

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

ARTICLE IX: INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the 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 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 Association, in a proceeding by or in the right of the 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 Board of Directors approves such settlement as being in the best interest of the 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:

Jeffery S. Fischer
12271 Towne Lake Drive
Fort Myers, FL 33913

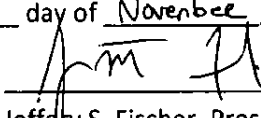
ARTICLE XI: REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent and the address of the Registered Office is:

Jenna Persons
Strayhorn & Persons, PL

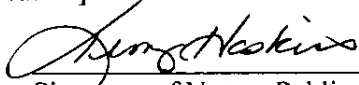
2125 First Street Ste 201
Fort Myers, Florida 33901

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Florida Hogs Commercial Owners' Association, Inc., on this 8 day of November, 2013.


Jeffery S. Fischer, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 8 day of Nov, 2013, by **Jeffery S. Fischer**, as President of Florida Hogs Commercial Owners' Association, Inc., a Florida corporation not-for-profit, ()who is personally known to me, or ()who has produced [type of identification] as identification.


Signature of Notary Public
Notary Stamp/Seal:

