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Pondella Commerce Park Property Owners Association,

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ARTICLES OF INCORPORATION
OF
PONDELLA COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to the provisions of 617.1007, Florida Statutes, the undersigned Incorporator, hereby adopts the following Articles of Incorporation as follows:

ARTICLE I - NAME

1.01 The name of this corporation is Pondella Commerce Park Property Owners Association, Inc. For convenience, the corporation may be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and By-laws of this Association as the "By-laws".

ARTICLE II - PRINCIPAL OFFICE

2.01 The street address of the initial principal office of this corporation shall be: 1500 Colonial Boulevard, Suite 217, Fort Myers, Florida 33907.

ARTICLE III - PURPOSES

3.01 The purposes for which this Association is organized is to provide for the maintenance, preservation, architectural control of the Lots and Common Area now and hereinafter included within that certain real estate development generally known as "Pondella Commerce Park" (the "Development"); to promote the health, safety, and welfare of the members within the above described real estate development; and to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants of Conditions, and Restrictions for Pondella Commerce Park (the "Declaration"), as may be amended from time to time, including the establishment and enforcement of payment of assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of all Members of the Association. All terms used herein which are defined in the Declaration shall have the same meaning herein.

ARTICLE IV - POWERS

4.01 The Association shall have all powers provided in the Declaration, as may be amended from time to time, as well as all powers permitted under Florida law for corporations not-for-profit, including, but not limited to, 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 as the same may be amended from time to time;

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- b. To fix and make assessments against each Lot included in the development and collect the assessments against the Lots, together with the cost of collection, including a reasonable attorneys fee and interest thereon from the date due at the maximum rate then allowed by law, from the Lot Owners thereof by any lawful means, including the foreclosure of the lien which the Association has against the Lot for the payment of assessments;
- c. To pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;
- d. To acquire (by gift, purchase, or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association;
- e. Dedicate, sell, or transfer all or any part of the Common Areas as same are defined in the Declaration to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Association;
- f. To operate and maintain the Common Area, specifically including, but not limited to, the stormwater management system as permitted by the South Florida Water Management District, including all lakes, retention areas, landscaping, buffer, conservation easements and areas, conveyances, culverts, and all related appurtenances;
- g. To make, amend, impose and enforce by any lawful means, reasonable rules and regulations with respect to the use of the Common Areas and Association property;
- h. To sue and be sued;
- i. To contract with others to do and perform any of the functions and obligations of the Association; including services necessary to operate and maintain the stormwater management system;
- j. To borrow money from such lenders and upon such terms as the Association may deem appropriate and hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred, including the right of the Association to make and collect assessments, as security for the repayment thereof;
- k. To use and expend the proceeds of assessments and borrowings to pay the debts and obligations of the Association and otherwise in a manner consistent with the purposes for which this Association is formed;
- l. To review the plans and specifications of proposed improvements intended to be constructed on any parcel or Common Area to determine whether they comply with the terms and provisions of the Declaration as same may from time to time be amended,

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and, if they comply, approve them, and if they do not comply, disapprove them;

m. To maintain, repair, replace, and operate the Common Areas within the Development intended for the common use and benefit of the Members, to the extent not maintained by others, including, but without limitation, the lakes, ditches, canals and other water retention and drainage systems, preservation and conservation areas, the streets, curbs, gutters, medians, entryways, common sewers, and storm sewers and the other common utilities, including common telephone, cable television, and electric transmission cables;

n. To purchase and maintain one or more insurance policies insuring Association property against loss, damage or destruction and insuring the Association liability to others;

o. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property or common elements;

p. To do and perform anything required by these Articles, the Bylaws, or the Declaration to be done Lot Owner, but not done timely by the Lot Owner, at the cost and expense of such Lot Owner;

q. To do and perform any obligations imposed upon the Association by the Declaration and to enforce by any legal means the provisions of these Articles, Bylaws, and the Declaration. To have and exercise any and all power, rights, and privileges that a not-for-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association shall be financed by Assessments against Members as provided in the Declaration, and no part of any earnings of the Association will inure to the benefit of any Member.

The foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all of the powers conferred upon Association so formed.

ARTICLE V - MEMBERSHIP

5.01 Association Membership shall be comprised of all Owners of Lots within the Pondella Commerce Park Subdivision.

5.02 Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

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ARTICLE VI - VOTING RIGHTS

6.01 The Association shall have two classes of voting membership, Class "A" and Class "B" as follows:

6.02 Class "A". Class "A" Members shall be all Owners of Lots within the Development.

Class "A" Members shall be entitled to one vote for each Lot owned. Class "A" Members shall be entitled to vote after relinquishment of control by Declarant (the "Turnover"). When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot however, shall be exercised as such Members may determine among themselves, and in no event shall more than one vote be cast with respect to any one Lot.

6.03 The Class "B". The Class "B" Members shall be the Declarant, or its successors or assigns in interest. The Class "B" Member shall be the sole class entitled to vote until Declarant relinquishes control by Turnover. Further, the Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors until said Turnover. Upon Turnover, the Class "B" Members shall be deemed to be a Class "A" Member entitled to one vote for each Parcel owned.

ARTICLE VII - BOARD OF DIRECTORS

7.01 The initial Board of Directors shall consist of three (3) Directors. The names and addresses of the initial Directors are as follows:

- a. Steven M. Weisberg
- b. W.Kirk Beck
- c. Kathy Miller

7.02 The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association as more fully set forth in the Declaration and By-laws of the Association.

7.03 The method of election, appointment, term of office removal, and filling of vacancies shall be as set forth in the By-laws.

ARTICLE VIII - OFFICERS

8.01 The affairs of the Association shall be managed by a President, Vice President, Secretary, Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors shall elect, each to serve for a term of one (1) year, a President, a Vice President, a

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Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

ARTICLE IX - TERM OF EXISTENCE

9.01 The Association shall have perpetual existence.

ARTICLE X - INCORPORATOR

10.01 The name and address of the Incorporator to these Amended and Restated Articles of Incorporation is as follows:

Steven M. Weisberg

1500 Colonial Blvd., Suite 217
Fort Myers, FL 33907

ARTICLE XI - INDEMNIFICATION OF OFFICERS & DIRECTORS

11.01 The Association shall indemnify every officer and director against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer or director. The officers and directors shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be Members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. The Association shall, as a common expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XII - TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

12.01 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, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested therein.

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12.02 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 such Director were not so interested, or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE XIII - DISSOLUTION

13.01 No portion of the net earnings of the Association will inure, upon dissolution of the Association or otherwise, to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the cost and expenses of dissolution, would be distributed in the following manner:

(a) The property and interests in property, whether real, personal, or mixed, which constitute or directly or indirectly related to the stormwater management system, if any, will be dedicated to the appropriate governmental agency or contributed to a similar not-for-profit corporation or organization as required by the South Florida Water Management District, if any. This provision may not be amended without the consent and approval of the South Florida Water Management District.

(b) Property and interests in property, whether real, personal, or mixed, which do not constitute or which are neither directly or indirectly related to the Surface Water Management System, if any, will be distributed to the person, firm, or corporation, designated by the developer or, in the event the developer should fail to designate such person, then to the person, firm, or corporation designated by the largest number of owners entitled to cast votes on matters coming before the membership who actually cast votes.

ARTICLE XIV - AMENDMENTS

14.01 Amendments to these Restated Articles shall require the affirmative vote of a majority of the Directors of the Association.

ARTICLE XV - REGISTERED AGENT AND OFFICE

15.01 The name of the Association's initial registered agent and its initial registered office is as follows:

Steven M. Weisberg

1500 Colonial Blvd., Suite 217
Fort Myers, FL 33908

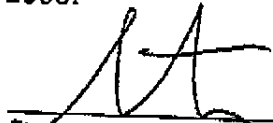
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ARTICLE XVI - CONSTRUCTION

16.01 These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation, or the Bylaws, the following order of priority shall apply: The Declaration, the Articles of Incorporation, and the Bylaws.

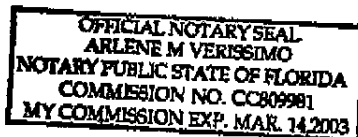
IN WITNESS WHEREOF, the undersigned subscribers have signed these Articles of Incorporation, this 16th day of FEBRUARY, 2000.

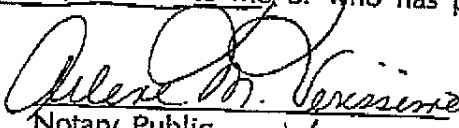

Steven M. Weisberg
Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 16th day of FEBRUARY 2000, by Steven M. Weisberg, who is personally known to me, or who has produced _____ as identification.




Notary Public
ARLENE M. VERISSIMO
Printed Name

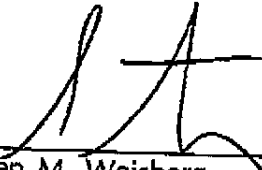
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**CERTIFICATE DESIGNATING
A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:
Pondella Commerce Park Property Owners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has designated Steven M. Weisberg, County of Lee, State of Florida, as its registered agent to accept service of process within this State.

ACCEPTANCE

Having been designated as registered agent to accept service of process for the above-named corporation, at the place stated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of said law relative to same. I also certify that I am familiar with, and accept, the obligations of the registered agent of the corporation.


Steven M. Weisberg
Registered Agent

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