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01 AUG 20 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 7, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Farm Bureau Commercial Center Inc.

**N01000005919**

Filing Evidence

- ☐ Plain/Confirmation Copy  
☒ Certified Copy

Type of Document

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include  
Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

Retrieval Request

- ☐ Photocopy  
☐ Certified Copy

**RECEIVED**  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
NOT RECORDED  
TO AGENCY OF RECORDS  
SUFFICIENT FOR FILING

NEW FILINGS

Profit

X Non Profit

Limited Liability

Domestication

Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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-08/07/01--01049--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

J. BRYAN AUG 20 2001

201-18483  
8/7



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 9, 2001

UCC FILING & SEARCH SERVICES

SUBJECT: FARM BUREAU COMMERCIAL CENTER INC.  
Ref. Number: W01000018483

We have received your document for FARM BUREAU COMMERCIAL CENTER INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filing Section

Letter Number: 001A00045920

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
AUG 20 PM 3:07  
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**ARTICLES OF INCORPORATION**  
**OF**  
**FARM BUREAU COMMERCIAL CENTER INC.**  
(A Corporation Not-For-Profit)

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TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not-for-profit under Section 617, Florida Statutes and do hereby certify:

**ARTICLE I: NAME**

The name of the corporation is: FARM BUREAU COMMERCIAL CENTER INC. hereinafter called the "Association").

**ARTICLE II: REGISTERED OFFICE**

The street address of the Association is 14180 METROPOLIS AVENUE, SUITE #1, FORT MYERS, FLORIDA 33912 which is also the address of the principal office of the corporation and it's mailing address.

**ARTICLE III: PURPOSES OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Common Area and the improvements thereon, within that certain real property, (and any additions thereto) described in the Declaration of Covenants and Restrictions as recorded in the Public Records of Lee County, Florida (the "Declaration") and to promote the health, safety, welfare and mutual benefit and enjoyment of the members of the Association.

**ARTICLE IV: POWERS OF THE ASSOCIATION**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to the following:

- A. 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 and as the same may be amended from time to time as therein provided;
- B. Fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office 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. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon operate, maintain, convey, lease, sell transfer or otherwise dispose of real or personal property in connection with the affairs of the Association, including, without limitation, the Common Area;
- D. To operate and maintain the surface water management system in accordance with the requirements of the South Florida Water Management District, and to contract for services to provide for the operation and maintenance of the surface water management system; provided, however, in the event the Association is dissolved, the surface water management system, and the property comprising such system, will be conveyed and be dedicated to a non-profit organization in a manner which will assure continued maintenance of the surface water management system in perpetuity;
- E. With the assent of 100% of the Membership Interests at a duly called meeting of the Association, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of

- F. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of the Membership Interests;
- G. Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional Common Area, provided that any such merger, consolidation or annexation shall have the assent of 100% of the Membership Interests of the Association;
- H. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- I. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;
- J. To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association which may be delegated, and to contract for the services to be provided to the Owners of Membership Interests, including, but not limited to cable television service. All Members of the Association shall be bound by such contracts regardless of whether they desire or actually use the services rendered thereunder;
- K. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- L. All powers and duties of a not-for-profit corporation under Chapter 617, Florida Statutes.

#### ARTICLE V: MEMBERSHIP AND QUORUM

- A. Every record title holder ("Owner") of a Lot within the Property subject to the Declaration of Covenants, Conditions and Restrictions shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.
- B. The percentage at the meeting of members entitled to cast, or of proxies entitled to cast, equal to fifty percent (50%) of the total voting interests of the Association shall constitute a quorum for any action.

#### ARTICLE VI: VOTING RIGHTS

- A. There shall be one Membership Interest in the Association appurtenant to each Lot. The Membership Interest appurtenant to each lot shall automatically pass upon the recording in the Public Records of Lee County, Florida of each instrument effectuating a sale, conveyance or transfer of said Lot.
- B. All Owners of Lots shall be members and shall be entitled to one vote for each Lot owned. When more than one (1) person or entity holds an interest in any Lot, all such persons shall have a Membership Interest in the Association. The vote for such Lot shall be exercised as they determine, but in no event shall more than one(1) vote be cast with respect to any Lot.

#### ARTICLE VII: BOARD OF DIRECTORS

- A. The affairs of the Association shall be managed by a Board of at least three (3) directors.
- B. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

##### NAME

Wendell Williams, Jerry Schutez and Russell S. Parker

##### ADDRESS

14180 Metropolis Avenue #1  
Fort Myers, FL 33912

- C. The number of Directors may be increased or decreased from time to time as provided in the By-laws, but shall never be less than three (3) in number.
- D. The Directors shall serve two(2) year terms and the method by which this is achieved shall be determined by the Board of Directors.
- E. Any Director may be re-elected for one or more successive terms.

#### **ARTICLE VIII: DURATION**

The Association shall have perpetual existence. In the event the Association is dissolved, the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar not-for-profit corporation.

#### **ARTICLE IX: AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

#### **ARTICLE IX: SUBSCRIBERS**

The name and street address of the Subscriber to these Articles of Incorporation are the same as the name and address of the Director listed in Article VII.

#### **ARTICLE X: OFFICERS**

The Board of Directors shall elect the President, Secretary, Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine to be appropriate. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Wendell Williams, 14180 Metropolis Avenue #1, Fort Myers, FL 33912

Secretary: Wendell Williams: 14180 Metropolis Avenue #1, Fort Myers, FL 33912

Treasurer: Wendell Williams: 14180 Metropolis Avenue #1, Fort Myers, FL 33912

#### **ARTICLE XI: BY-LAWS**

The By-laws of this Association shall be adopted by the Board of Directors and shall be attached to the Declaration of Covenants, Conditions and Restrictions to be filed in the Public Records of Lee County, Florida. The By-laws may be amended by the Members in the manner provided in said By-laws. No amendment to the By-laws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee holding a lien upon a Lot or unit.

#### **ARTICLE XIII: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall finally be 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, and all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

IN WITNESS WHEREOF, for the purpose of incorporation of this Association under the Laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 6<sup>th</sup> day of August 2001.

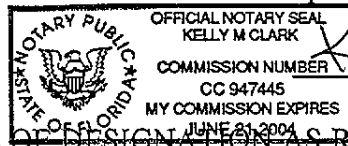
Signed, Sealed and Delivered in the Presence of:

Carmie Stewart  
Kellie Clark

Wendell Williams  
Wendell Williams

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August 2001, by WENDELL WILLIAMS, who is personally known to me or who produced Driver License as identification.



Kellie Clark  
Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for Farm Bureau Commercial Center Inc., at the place designated in the Articles of Incorporation, Wendell Williams, the Registered Agent named in said Articles of Incorporation, agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, as last amended, relative to keeping said office open.

DATED this 6<sup>th</sup> day of August 2001.

Wendell Williams  
Wendell Williams  
Registered Agent for  
Farm Bureau Commercial Center Inc.

**48.091 Corporations; designation of registered agent and registered office.**

(1) Every Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall designate a registered agent and registered office in accordance with chapter 607.

(2) Every corporation shall keep the registered office open from 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and shall keep one or more registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of its registered agent on whom process may be served.

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