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CUSTOMER NO: 81823A

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CUSTOMER: Stephen Navaretta, Esq
Navaretta & Navaretta
Attorneys At Law, P.a.
Suite 203
1100 Sw St. Lucie West Blvd
Port St. Lucie, FL 34986

DOMESTIC FILING

NAME: ST. LUCIE POND ASSOCIATION,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT...1156

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/11/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ST. LUCIE POND ASSOCIATION, INC.**

ARTICLES OF INCORPORATION

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FOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ST. LUCIE POND ASSOCIATION, INC.

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

**ARTICLE I
NAME AND ADDRESS**

1.01 The name of this corporation is St. Lucie Pond Association, Inc. The principal office and the mailing address of the corporation is 1626 SW Biltmore Street, Port St. Lucie, Florida 34984.

**ARTICLE II
TERM**

2.01 The term of this corporation shall commence as of the date of the filing of these Articles with the Secretary of State of Florida.

2.02 This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

3.01 The corporation is organized for the purpose of providing an entity to maintain and operate a retention pond serving various properties and other lawful purposes.

**ARTICLE IV
DEFINITIONS**

4.01 "Association" means St. Lucie Pond Association, Inc.

4.02 "ByLaws" means the ByLaws of the Association.

4.03 "Declaration" means the document as recorded in the Official Records of St. Lucie County, Florida, at Official Record Book 949, Page 2572.

4.04 "Property" means the retention pond, drainage facilities, easements and roadways described in the Declaration.

ARTICLE V POWERS

5.01 The Association shall have all of the powers of a corporation for profit which are not in conflict with the provisions of these Articles or prohibited by the Act or other law. Such powers shall include, but not be limited to, the following:

- (a) To fix, establish, levy and collect assessments against members as owners of the Property for the purpose of exercising its powers and carrying out its responsibilities. Assessments shall be used by the Association only for common expenses as such expenses are defined in the Act.
- (b) To buy, sell, trade, lease, improve and encumber property, real or personal.
- (c) To maintain, repair, replace, reconstruct after casualty, operate and manage the Property and any other property owned or leased by the Association.
- (d) To acquire and pay for insurance on the Property and for the protection of the Association and its members.
- (e) To make and amend reasonable rules and regulations for the use and appearance of Property for the benefit, health, safety, welfare, and happiness of the members of the Association.
- (f) To enforce through legal means the Declaration, the ByLaws, these Articles and any rule or regulation as contemplated by these Articles.
- (g) To hire agents and employees to discharge the responsibilities of the Association.

5.02 The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Act, the Declaration, these Articles and the ByLaws. The Association shall distribute no part of its income to its members, directors, or officers, and if the Association is dissolved, all funds and all titles to any properties acquired by the Association, and any proceeds therefrom, shall be held in trust for the benefit of its members, subject to Article XVI hereof.

ARTICLE VI STOCK AND DISTRIBUTIONS

6.01 The Association shall not issue any shares of stock.

6.02 The Association shall not pay any dividends or distribute any part of the income of the Association, if any, to its members, directors or officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration, these Articles and ByLaws.

6.03 Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members in conformity with its purposes or from making any payments or distributions to members of monies or properties upon dissolution or final liquidation as permitted by the Act.

6.04 The Association may reimburse its directors, officers and members for expenses authorized and approved by the Board of Directors and incurred for or on behalf of the Association.

6.05 The Association may pay reasonable compensation to its directors, officers and members for actual services rendered to the Association, as authorized and approved by the Board of Directors.

ARTICLE VII VOTING RIGHTS

7.01 The Declarants with the exception of the Owner of Lots 18, 19 and 20 of the Parent Tract as defined in the Declaration shall be Members of the Association.

ARTICLE VIII VOTING RIGHTS

8.01 The owner or owners subject to the Declaration shall be the member of the Association by virtue of their ownership and shall be entitled to such voting interest equal to the percentage derived by dividing the square footage of the real property owned by each Member by the total square footage of the Property.

ARTICLE IX BOARD OF DIRECTORS

9.01 The number of members of the Board of Directors may be either increased or decreased from time to time by the ByLaws, but shall never be less than the number required by Chapter 617, Florida Statutes.

9.02 At the first annual meeting and at each annual meeting thereafter, the members shall elect members of the Board of Directors for terms as set forth in the ByLaws. Electees need not be members of the Association.

ARTICLE X OFFICERS

10.01 The Board of Directors shall appoint the officers of the Association.

10.02 The Officers shall be members of the Association.

10.03 The officers of the Association shall be the President, a Secretary, and a Treasurer, and such other officers and assistant officers as may be decided upon and appointed by the Board. The same person may hold two or more offices.

10.04 The term of each officer shall be one (1) year or until their successors are elected or appointed as provided in the ByLaws.

ARTICLE XI INCORPORATOR

11.01 The names and addresses of the incorporator of these Articles of Incorporation is:

Stephen Navaretta 1100 S.W. St. Lucie West Boulevard
Suite 203
Port St. Lucie, Florida 34986

ARTICLE XII BYLAWS

12.01 The original Bylaws of the Association shall be adopted by the incorporator. Thereafter, the Bylaws may be altered, amended or rescinded by resolution of the Board of Directors only in the manner provided for in the Act and the Bylaws and Chapter 608, Florida Statutes.

ARTICLE XIII INDEMNIFICATION OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

13.01 Every member of the Board of Directors and every officer of the Association shall be defended, held harmless and indemnified by the Association against all expenses and liability, including attorney's fees, payable when due, reasonably incurred by or imposed upon Members and Officers in connection with any proceeding to which such Board, Member or Officer may be a party, by reason of being or having been a Board Member or an Officer of the Association, whether or not such person is a Board Member or an Officer at the time such expenses are incurred, except in cases wherein the Member or Officer is adjudged guilty of willful misfeasance, or malfeasance in the performance of duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Board Member or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Association.

13.02 The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board Member or Officer may be entitled.

ARTICLE XIV BOARD MEMBERS AND OFFICERS TRANSACTIONS

14.01 In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation, partnership or other legal entity shall be affected or invalidated by the fact that any Board Member 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, partnership or other legal entity, or is a party or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, corporation, partnership or other legal entity pecuniarily or otherwise interested therein.

14.02 Any Board Member 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 Board Member were not so interested or were not a member or officer of such firm, association, corporation, partnership or other legal entity.

ARTICLE XV DISSOLUTION

15.01 The Association may, subject to Chapter 608, Florida Statutes, be dissolved in the following manner:

- (a) A resolution to that effect has been adopted by not less than three-fourths of the members of the Board of Directors at a meeting called at least in part for that purpose upon lawful notice, or by execution of a written instrument; and
- (b) A resolution to that effect has been adopted by all of the members at a meeting called at least in part for that purpose upon lawful notice, or by the execution of a written instrument; and
- (c) An appropriate plan of distribution has been adopted as set forth in Chapter 608, Florida Statutes, or a statute of similar import.

ARTICLE XVI
DISPOSITION OF ASSETS UPON DISSOLUTION

16.01 Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- (a) Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that acceptance of such dedication is refused, such property shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.
- (b) Any remaining assets shall be distributed among the members subject to the limitations set forth below, as tenants in common, in the same proportions as their voting interest.
- (c) No disposition of Association property shall be effective to divest or diminish any right or title vested in any member by a deed or other recorded instrument applicable to any real property owned by such member unless made in accordance with provisions of such deed or instrument.
- (d) Anything herein to the contrary notwithstanding, the Association shall have the power to invest the amount of any assessments collected for the purpose of defraying the costs of deferred maintenance and capital expenditures necessary and appropriate to the purposes of the Association. In the event of dissolution, such amounts as have been set aside as reserves for deferred maintenance and capital expenditures that are no longer required for such purposes, and the net earnings derived from the investment of such amounts shall be contributed to a charitable organization designated by the Board of Directors; or if such designation is not made by the Board of Directors within a reasonable time, then such designation

may be made by a Judge of the Circuit Court of Florida wherein the Registered Office of the Association is located.

ARTICLE XVII AMENDMENT

17.01 These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

- (a) Each amendment must be approved by the Members holding not less than two-thirds of the voting rights.

ARTICLE XVIII GENDER AND NUMBER

18.01 Wherever herein used, one gender shall include all genders, and the singular shall include the plural and visa versa, as the context requires.

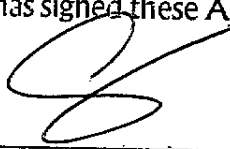
ARTICLE XIX REGISTERED AGENT AND REGISTERED OFFICE

19.01 The Registered Agent for the Association shall be Stephen Navaretta, Esquire.

19.02 The Registered Office of the Association shall be located at 1100 S.W. St. Lucie West Blvd., Suite 203, Port St. Lucie, Florida 34986, or such other person or such other place as the Board of Administration shall from time to time direct, with appropriate notice being given to the Secretary of State of Florida in accordance with law.

19.03 The mailing address for the Association shall be 1626 SW Biltmore Street, Port St. Lucie, Florida 34984, or such other address as may from time to time be designated by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, this 19 day of October, 2001.



ACKNOWLEDGMENT

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STATE OF FLORIDA)
COUNTY OF ST. LUCIE) ss.:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Stephen Navaretta well known to me and that (s)he acknowledged the foregoing Articles of Incorporation of St. Lucie Pond Association, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Lucie County, Florida this 19th day of October, 2001.

(Notarial Seal)



Kathleen Comstock
Notary Public
State of Florida
My Commission Expires: 2/6/2002
Commission No.:

* * * * *

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted designation as Registered Agent of St. Lucie Pond Association, Inc. and agree to serve as its agent and to accept service of process within this State at its Registered Office, 1100 S.W. St. Lucie West Blvd., Suite 203, Port St. Lucie, Florida 34986.

STEPHEN NAVARETTA, ESQUIRE