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From:

Account Name : BOWMAN, GEORGE, SCHEB, TOALE & ROBINSON, P.A.
Account Number : I19990000222
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FLORIDA NON-PROFIT CORPORATION

South Gulf Cove Property Owners Association, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION
SOUTH GULF COVE PROPERTY OWNERS ASSOCIATION, INC.**

In order to form a corporation not for profit, for the purposes and with the powers set forth herein, under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned, by these Articles of Incorporation, hereby certify as follows:

**ARTICLE I
NAME**

The name of the Corporation is: "SOUTH GULF COVE PROPERTY OWNERS ASSOCIATION, INC.", (hereinafter referred to as the "Association").

Said Association is incorporated as a corporation not for profit under the provision of Chapter 617, Florida Statutes, as current.

**ARTICLE II
ADDRESS/REGISTERED AGENT**

The street address of the initial registered office of this Association in the State of Florida and the Association's initial Registered Agent at that office shall be:

Robert K. Robinson, Esq.
2750 Ringling Boulevard, Suite 3
Sarasota, Florida 34237

The name and address of the Incorporator of the Association is as follows:

Sarah Katz
15500 Longview Road
Port Charlotte, Florida 33981

**ARTICLE III
PURPOSE**

(a) The purposes, objectives and powers for which this Association is organized are to encourage and promote the proper development of South Gulf Cove as a choice residential and recreational community and to take whatever actions may be deemed necessary by the Association to achieve such purpose including, but not limited to, the establishment of desirable amenities and activities to promote the general health, safety and welfare of the community; the presentation of Association points of view to appropriate governmental or other bodies; and the ownership and use of real or personal property.

(b) The Association shall have all the powers enumerated in Chapter 617, Florida Statutes, current or as amended, not inconsistent herewith, and shall have all the

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powers of corporations, not for profit, not prohibited by some provision of law, unless otherwise excepted herein.

(c) The Association may enter into contracts, including contracts with any of its members. The Association may do everything that a natural person could or might do which is necessary or incidental to the conducting and carrying out of all of its various purposes, objectives and powers as set forth herein.

ARTICLE IV ELECTION OF DIRECTORS

(a) The affairs of the Association are to be managed by the following Officers: a President, a Vice-President, Secretary and a Treasurer, all of whom shall be a Director of the Association. A Director may hold more than one office.

(b) The Association shall be governed by a Board of Directors consisting of not less than one (1) nor more than fifteen (15) Directors. The initial Director and Officers who shall serve until elections at the first annual meeting shall be Sarah Katz.

(c) The Officers and Directors shall be elected annually at the annual meeting of the Association as set forth in the by-laws. The number of directors may be increased by the initial Director or by a majority of the members voting in a referendum to increase said number of directors.

(d) All Directors shall be dues paid members of the Association. Commencing with the first annual meeting all Directors shall be elected on a staggered two-year term basis. Accordingly, at such meetings, the one-half of the elected Directors receiving the highest number of votes, and in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes, shall serve two-year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one-year or two-year terms as may be appropriate to make even, or as nearly as even as possible the number of Directors serving one-year and two-year terms.

ARTICLE V MEMBERSHIP

Membership shall be open to any individual, family, or corporation owning property within the area bounded by the Butterford Waterway to the north, the Interceptor lagoon to the east, the Santa Cruz Waterway to the South, and County Road 771 to the west, known as South Gulf Cove, Port Charlotte, Florida. Membership in this Association shall cease and terminate upon the sale, transfer or disposition of the member's lot(s) or parcel(s).

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Said members shall be entitled to one vote in the affairs of the Association. Multiple lots will not entitle members to multiple votes. In the event a lot, tract or parcel is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one vote, which shall be exercised by the owner, or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned.

ARTICLE VI AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or of the Bylaws of the Corporation. Amendment, rescission or revision shall require the assent of two-thirds of the membership vote cast in person or by proxy at a duly called meeting in which a quorum of members is present in person or by proxy. Amendments to either document may be proposed by the Board of Directors or by petition signed by twenty-five members.

ARTICLE VII

The Affairs of the Association shall be conducted by the Officers and Directors in accordance with the bylaws.

To carry out its purposes, the Association may levy dues on the membership and receive funds from other sources, but under no conditions shall any of its income be distributed to its members, Officers or Directors for any reason except as reimbursement for previously approved expenditures.

VIII DURATION

The Association shall exist perpetually or unless dissolved pursuant to article IX.

IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members representing not less than two-thirds (2/3) of all member votes entitled to be cast. Upon dissolution of the Association, other than incident to a merger or consolidation, and prior to the completion thereof, all liabilities and obligations of the Association shall be paid, satisfied and discharged and all the remaining assets, property and income owned or held by the Association, but not so owned or held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be expended for or applied to the purposes of the Association, or one or more of such purposes, exclusively, by transferring or conveying such assets, property and income to one or more corporation or organizations engaged in activities substantially similar to those of this Association (no part of the net earnings of which inures to the benefit of

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any private individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation), in accordance with the laws governing not for profit corporations of the State of Florida, and no part of such remaining assets, property or income shall be distributed to members or to any other persons whatsoever.

**X
LIABILITY**

The liability of persons serving the Association by virtue of holding either an elected or an appointed position shall be limited as provided in the Bylaws of the Corporation.

**XI
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes

**XII
MAILING ADDRESS OF THE CORPORATION**

15500 Longview Road
Port Charlotte, FL 33881

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BOWMAN GEORGE SCHEB TORLE

NO.941 P.6/7

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**XIII
COMMENCEMENT**

This Association shall commence its corporate existence upon the filing of these Articles of Incorporation.

The undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

Dated this ninth day of January, 2003



Sarah Katz
15500 Longview Road
Port Charlotte, Florida 33981

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ACCEPTANCE

Robert K. Robinson, Esq., 2750 Ringling Boulevard, Suite 3, Sarasota, Florida 34237, hereby accepts appointment as Registered Agent for SOUTH GULF COVE PROPERTY OWNERS ASSOCIATION, INC., a not-for-profit corporation, as stated in the Articles of Incorporation of said Corporation, and acknowledges that he is familiar with and accepts the obligations of that position.


Robert K. Robinson, Esquire
Registered Agent

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