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## FLORIDA NON-PROFIT CORPORATION

**Southern Strand Roadway Association, Inc.**

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March 2, 2004

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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
SOUTHERN STRAND ROADWAY ASSOCIATION, INC.  
(a Florida Not-For-Profit Corporation)**

Pursuant to the Florida Statutes, these Articles of Incorporation are created by Lisa H. Barnett, as the sole incorporator, for the purposes set forth below.

**ARTICLE I**  
**Name**

The name of the corporation is Southern Strand Roadway Association, Inc., sometimes hereinafter referred to as the "Association".

**ARTICLE II**  
**Principal Office**

The initial principal office of the corporation is located at c/o Cheffy Passidomo Wilson & Johnson, LLP, 821 Fifth Avenue South, Naples, Florida 34102.

**ARTICLE III**  
**Purpose and Powers**

This Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers or Directors. It is a non-profit corporation formed for the purpose of establishing a corporate entity, which will, subject to a Declaration of Covenants, Conditions, Easements and Restrictions (the "Declaration") to be recorded in the Public Records of Collier County, Florida, have the specific purposes and powers below:

(A) **Purposes:**

- (1) To be and constitute the Association to which reference is made in the Declaration, as amended from time to time, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, the Bylaws, and as provided by law.
- (2) To fulfill all of the purposes listed above and to exercise all of the powers listed below with respect to all additional properties which may be brought under the jurisdiction of this Association through recorded amendment or amendments to the aforesaid Declaration.

(B) **Powers:** The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration, as may from time to time be amended, including but not limited to the power to:

- (1) Fix, levy, collect and enforce payment by any lawful means of all charges, assessments or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property of the corporation;

- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the roadway known as Southern Strand Boulevard, Collier County, Florida (the "Roadway");
- (3) Pay taxes, if any, on the Roadway;
- (4) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (5) Purchase policies of insurance upon the Roadway and use the proceeds from policies to effectuate its purposes;
- (6) Enter into, make perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other entity or agency, public or private; and,
- (7) Exercise any and all powers, rights and privileges which a not for profit corporation organized under Florida law may now have or hereafter have subject always to the Declaration as amended from time to time.

**ARTICLE IV**  
**Membership and Voting Rights**

- (A) The Association shall be a membership corporation without certificates or shares of stock.
- (B) Membership and Voting Rights shall be as set forth in the Declaration.

**ARTICLE V**  
**Term**

The term of the Association shall be perpetual.

**ARTICLE VI**  
**Bylaws**

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

**ARTICLE VII**  
**Amendments**

Amendments to these Articles may be proposed and adopted as provided in Chapters 617 and 720, Florida Statutes, provided that no amendment may be in conflict with the Declaration, and further provided that no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

**ARTICLE VIII**  
**Directors and Officers**

(A) The affairs of the association will be administered by a Board of Directors consisting of three Directors.

(B) Directors of the Association shall appointed in the manner determined by the Declaration and the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws, or if not provided in the Bylaws, then as provided by Florida Statute.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the association and shall serve at the pleasure of the Board.

**ARTICLE IX**  
**Initial Directors and Officers**

(A) The initial Board of Directors of the Association shall consist of three Directors, who shall be appointed in accordance with the terms of the Declaration and the Bylaws.

(B) The initial Officers of the Association shall be appointed by the Board of Directors at an organizational meeting called by a majority of the Directors.

**ARTICLE X**  
**Initial Registered Agent**

The initial registered office of the Association shall be Lisa H. Barnett, c/o Cheffy Passidomo Wilson & Johnson, LLP, 821 Fifth Ave. S., Naples, Florida 34102.

**ARTICLE XI**  
**Indemnification**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including any attorneys fees actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal proceeding) to which he/she may be a party because of his/her 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/her actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest 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/her action was unlawful or had reasonable cause to believe his/her action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

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.

IN WITNESS WHEREOF, Lisa H. Barnett does hereby execute these Articles of Incorporation this 2<sup>nd</sup> day of February, 2004.

  
\_\_\_\_\_  
Lisa H. Barnett

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Southern Strand Roadway Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

  
\_\_\_\_\_  
Lisa H. Barnett

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