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☐ PICK-UP

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STATE
OPERATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Carpenters Way Property
Owners Association, Inc.*

Signature _____

Requested by: *W/L*

Name _____

Date *6/4*

Time *11:00*

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

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_____ Trade/Service Mark _____

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_____ Art. of Amend. File _____

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_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

**ARTICLES OF INCORPORATION
OF
CARPENTERS WAY PROPERTY OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be CARPENTERS WAY PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity for the operation and governance of the Common Areas [as defined in §2(a)] within that certain Commercial/Retail Property commonly known as "Carpenters Way" (the "Property"), located upon lands in Polk County, Florida, said property being described in Exhibit A attached hereto.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Corporation shall have all of the powers and duties contemplated by Florida Law and as set forth in the By-Laws and such other documents or agreements that may exist from time to time pertaining to the Common Areas or the Property. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Owners to defray the costs and expenses of taxes, maintenance, repair and replacement of certain common areas of the Property, which common areas shall be owned by the Corporation or maintained by the Corporation, including but not limited to, the retention/detention area, the access road between Corporate Avenue and State Road 700 and mowing and general maintenance of the right-of-way and swales within the right-of-way on either side of Corporate Avenue (the "Common Areas"), all as shown on the site-plan for Carpenters Way or referenced in that certain Declaration of Easements, Covenants and Restrictions recorded in O.R. Book 5730, pages 2263-2267 of the Public Records of Polk County, Florida, as amended from time to time, and to make such other Special Assessments against Owners as the By-laws shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the By-Laws.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the By-Laws.

(c) To maintain, repair, replace and operate the foregoing Common Areas described in Section 2(a).

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Common Areas.

(f) To make and amend reasonable rules and regulations, regarding the Common Areas.

(g) To perform such functions as may be specified in the By-Laws.

(h) To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.

(i) To employ personnel to perform the services required for proper operation, maintenance and replacement of the Common Areas.

(j) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(k) To bring suit as may be necessary to protect the Corporation's interests or the interests of the Corporation's Members.

ARTICLE III. DEVELOPER

Carpenters Way, LLC, a Florida limited liability company, is the Developer of the Property and shall make and declare or has made and declared a certain Declaration of Easements, Covenants and Restrictions and amendments thereto, regarding the operation of the Property.

ARTICLE IV. TERM

The term for which this Corporation shall exist shall be perpetual unless terminated by the Members.

ARTICLE V. INCORPORATOR

The name and address of the incorporators of this Corporation are as follows:

- a. Wayne D. Mucci
18916 Maisons Dr.
Lutz, FL 33558
- b. Christopher J. Coffin
10505 Oakrun Dr.
Bradenton, FL 34202

ARTICLE VI. OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents, and a Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of one year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefore in the By-Laws of the Corporation. Until transfer of the control of the Corporation to the Owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

Wayne D. Mucci	President
Christopher J. Coffin	Vice President
Christopher J. Coffin	Secretary/Treasurer

ARTICLE VII. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than one (1) director. Until control of the Corporation is transferred to Owners other than the Developer, the Developer shall be entitled to designate non-member directors. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Corporation.

The first Board of Directors shall be comprised of two (2) persons who shall serve until all of the Property has been sold to persons or entities other than the Developer. The names and addresses of the members of the Board of Directors who shall serve as the first directors are:

Wayne D. Mucci
18916 Maisons Dr.
Lutz, FL 33558

Christopher J. Coffin
10505 Oakrun Dr.
Bradenton, FL 34202

ARTICLE VIII. BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the first Board of Directors.

ARTICLE IX. MEMBERS

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of parcels in the Property. Transfer of Property ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If ownership is vested in more than one person then all of the persons so owning said parcel shall be members eligible to hold office, attend meetings, etc., but the Owner(s) of each parcel shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting, or by unanimous consent.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in Article III, Section 2 of the By-Laws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Corporation entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in any agreement or otherwise without the written consent of the Developer. Notwithstanding any other provision of these Articles, the By-Laws or any other document, the Developer reserves the right to amend these Articles and the By-Laws in any manner whatsoever until such time as the Developer no longer owns any portion of the Property.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 18916 Maisons Dr., Lutz, Florida 33558, or at such other place or places as may be designated from time to time.

ARTICLE XII. REGISTERED OFFICE AND AGENT

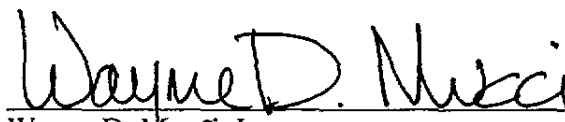
The street address of the initial registered office of the Corporation and the name of the initial registered agent at that address are:

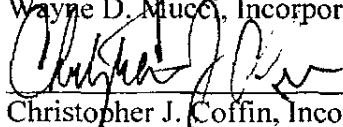
Wayne D. Mucci
18916 Maisons Dr.
Lutz, FL 33558

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him 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 Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporators have hereunto set their hand and seal and caused these Articles of Incorporation to be executed as of this 14th day of May, 2004.



Wayne D. Mucci, Incorporator


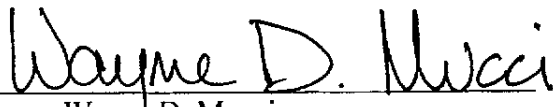
Christopher J. Coffin, Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Carpenters Way Property Owners Association, Inc. hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

The name and street address of the registered agent and office is:

Wayne D. Mucci, 18916 Maisons Dr., Lutz, FL 33558.


Name: Wayne D. Mucci

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA