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August 25, 2004

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

Solenzara Boat Dock Association, Inc.

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

	NEW FILINGS
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

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

	OTHER FILINGS
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

	REGISTRATION/QUALIFICATION
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION

FOR

SOLENZARA BOAT DOCK ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation, herein called the "Association", is Solenzara Boat Dock Association, Inc.(sometimes referred to as "Boat Dock Association") and the corporate office address is 372 Lennell Road, Ft. Myers Beach, Florida 33931.

Terms used herein shall have the definitions as provided in the Declaration of Covenants, Conditions and Restrictions of Solenzara Boat Docks (hereinafter, the "Declaration").

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of Solenzara Boat Docks, located in Lee County, Florida adjacent to that certain condominium development in Lee County, Florida, known as Solenzara, a condominium.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles, the Declaration and the By-Laws of the Association; and it shall have all the powers and duties reasonably necessary to operate the Solenzara Boat Docks pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.

B. To maintain, repair, replace and operate the Common Areas and Boat Slips and other Boat Dock Facilities of the Solenzara Boat Docks.

C. To purchase insurance upon the Association Property for the protection of the Association, its members, and their mortgagees.

D. To reconstruct improvements after casualty and to make further improvements of the property.

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas.

F. To approve or disapprove the transfer of use rights in the Boat Slips as provided by the Declaration.

G. To enforce the provisions of the Declaration , these Articles, and the By-Laws of the Association.

H. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.

J. To acquire real and personal property in the name of the Association.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration.

ARTICLE III

MEMBERSHIP:

A. There shall be one Membership in the Association for each Boat Slip now located or constructed in the Solenzara Boat Docks .

B. Change of membership shall be established by recording in the Public Records of Lee County, Florida, an Assignment of Use Rights and by the delivery to the Association of a copy of such instrument.

C. Each Member shall be entitled to one vote in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS: Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of a majority of the Members without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed Amendment.

An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS:

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws.

B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the officers designated in the By-Laws. 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 VIII

INCORPORATOR:

The name and address of the incorporator is:
Kathleen C. Passidomo
2640 Golden Gate Parkway, Suite 305
Naples, Florida 34105

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association and their addresses shall be:

Lawrence Pearce	372 Lenell Road, Ft. Myers Beach, Florida 33931
Robert Tulloch	372 Lenell Road, Ft. Myers Beach, Florida 33931
Edward M. McCrystal	372 Lenell Road, Ft. Myers Beach, Florida 33931

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered agent and registered office of the Association shall be:

KATHLEEN C. PASSIDOMO
2640 Golden Gate Parkway, Suite #305
Naples, Florida 34105

ARTICLE XI

INDEMNIFICATION:

The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

A. Gross negligence or willful misconduct in office by any Director or officer.

B. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 23 day of August, 2004

Kathleen C. Passidomo

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23 day of August ____, 2004, by Kathleen C. Passidomo who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Notary Public

Judith A. Anderson
Printed Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SOLENZARA BOAT DOCK 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.

KATHLEEN C. PASSIDOMO, ESQ.

Dated: Aug. 23, 2004

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