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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FULLENKAMP SUMTER SUBDIVISION MAINTENANCE ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

EILEEN BURNJAS

Name (Printed or typed)

% FRANK MENKE ORGANIZATION, LLC

2524 S. OSPREY AVE.

Address

SARASOTA, FL 34239

City, State & Zip

(941) 364-9285

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FULLENKAMP SUMTER SUBDIVISION MAINTENANCE ASSOCIATION, INC.

a not-for-profit Florida corporation

The undersigned subscribers, desiring to form a corporation not for profit under chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is:

FULLENKAMP SUMTER SUBDIVISION MAINTENANCE ASSOCIATION, INC.

The Corporation is hereinafter sometimes referred to as the "Association."

ARTICLE II

PURPOSES

The purposes for which this corporation is organized are to operate, administer, manage and maintain the Common Properties or such portions thereof of Fullenkamp Sumter Subdivision as are dedicated to or made the responsibility of the Association and all structures and facilities therein as provided in the Declaration or in any other Land Use Documents, in accordance with the terms of and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the Declaration and enforce the provisions of any Land Use Documents.

ARTICLE III

POWERS

The powers of the Association shall include the following:

1. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.

2. The Association shall have all the powers and duties set forth in the covenants and restrictions recorded against the Common Properties in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Common Properties and to provide such services as are required for the benefit of the Owners of Lots, Commercial Units or Land Segments from time to time including, but not limited to, the following:

(a) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors;

(b) To purchase insurance upon the Common Properties and for the protection of the Association and its Members;

(c) To reconstruct improvements after casualty and to make additional improvements to the Common Properties;

(d) To promulgate and amend reasonable regulations respecting the use of the Common Properties;

(e) To enforce by legal means the provisions of the covenants and restrictions recorded against the Common Properties, these Articles, the By-laws of the Association and the Rules and Regulations of the Association;

(f) To contract for the management of the Common Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Common Properties to have approval of the Board of Directors or the Membership of the Association;

(g) To employ personnel to perform the services required for proper maintenance of the Common Properties; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of Common Properties, including to contract for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Association shall employ a maintenance contractor; and to enter into any other agreements consistent with the purposes of the Association, including but not limited to agreements with respect to the professional management and to delegate to such professional management certain powers and duties of the Association.

(h) To adopt and establish By-laws for the operation of the Association; and

(i) To contract with public or private utility companies for purposes of providing utility services to the Common Properties.

(j) To maintain, repair, replace and operate those portions of Fullenkamp Sumter Subdivision that the Association is required to maintain, repair, replace and operate in accordance with the Land Use Documents, including to operate and maintain the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(k) To perform any act required or contemplated by state, regional and/or city permit conditions.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Common Properties and the By-laws of the Association.

ARTICLE IV

MEMBERSHIP

1. Membership.

(a) Owner Member. The Owner of a Lot, Commercial Unit or Land Segment shall be a Member of the Association. Membership shall be established effective immediately upon conveyance of title from Declarant; membership shall pass with title as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Lot, Commercial Unit or Land Segment.

(b) Declarant. Declarant shall be a Member of the Association so long as Declarant owns any property or any mortgage encumbering any property within the Properties. Declarant's Membership shall be established effective upon the creation of the Association, and until the establishment and effectiveness of any other Owner's Membership, the Membership of the Association shall be comprised solely of the Declarant.

(c) Interest in Common Properties. The interest of any Member in the Common Properties or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles or the Bylaws of the Association.

2. Additional Membership Categories. The Bylaws may provide for additional Membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the Bylaws or these Articles shall not apply to any such additional Membership categories. The Bylaws shall provide for the rights and obligations of any additional Membership categories.

ARTICLE V

TERM

This Corporation shall have perpetual existence; however, if the Association shall be dissolved, the control or right of access to the property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the Surface Water Management System Facilities shall be conveyed to another non-profit corporation similar to the Association.

ARTICLE VI

THE SUBSCRIBER

The name and principal place of business address of the subscriber of these Articles of Incorporation is as follows:

Frank Menke, III
2524 S. Osprey Ave.
Sarasota, FL 34239

ARTICLE VII

OFFICERS

The Officers shall be a President, a Secretary and a Treasurer, and any assistant vice presidents, assistant secretaries, assistant treasurers as the Board of Directors shall appoint. The President and the Secretary shall be members of the Board of Directors. The Officers shall be chosen by a majority vote of the Directors. All Officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the Officers designated by 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 of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Frank Menke III	2524 S. Osprey Ave., Sarasota, FL 34239
Secretary/Treasurer	W. Todd Menke	2524 S. Osprey Ave., Sarasota, FL 34239

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons nor more than five (5), plus the Declarant. Directors elected by the Declarant need not be Members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Section 2 of Article XI, or until their prior resignation. Each Director thereafter shall serve for a term of one (1) year, or until a successor is elected or appointed.

At the "Turnover Meeting" and any subsequent annual meeting, the number of Directors to be elected shall first be determined for purposes of the subsequent election of Directors to the Board.

The names and addresses of those three (3) persons who are to act as initial Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Frank Menke III	2524 S. Osprey Ave., Sarasota, FL 34239
W. Todd Menke	2524 S. Osprey Ave., Sarasota, FL 34239
Dennis J. Fullenkamp	2911 NE Pine Island Rd., Cape Coral, FL 33909

ARTICLE IX

BYLAWS

The Bylaws of the Association may be made, altered, amended or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of the representatives of the Members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) vote of all the Representatives of the Members present in person or by proxy at a duly called meeting of the

Membership. However, as long as the Declarant owns any Property of the Properties, no such amendment may be made without the consent of the Declarant. No such amendment shall materially affect or interfere with the rights of Declarant, Owners or lienors.

ARTICLE XI

VOTING RIGHTS/"TURNOVER" OF THE ASSOCIATION

1. Voting Rights.

(a) Owners who are Members shall be represented at all meetings of the Association by a Representative who shall speak, vote and generally act on behalf of the Members he (she) represents, as directed by such Members, at all Membership meetings. Except for the Representative, no Owners shall have any right to act at any meeting except if specifically invited by the Board. Each Representative, upon his election or designation, shall notify the Corporation of the Commercial Units, Lots and Land Segments and the Property Units attributable thereto he represents, the term of his office and his address.

(b) An appointed Representative or Director shall cast only one (1) vote on all matters except voting on increases in the Association budget in excess of 15% over the prior year's budget in which case the elected representative or Director shall be entitled to vote a number of votes equal to the number of Property Units attributable to the Lots, Commercial Units or Land Segments and the Declarant shall be entitled to vote a number of votes equal to the number of Property Units attributable to the Lots, Commercial Units, and Land Segments owned by the Declarant.

(c) The Declarant shall have the right to elect or appoint all members of the Board of Directors until title to all of the Properties have been conveyed by the Declarant.

(d) The Declarant shall have the right to elect or appoint a majority of the Board of Directors of the Association until the occurrence of either of the following events: (A) one (1) year after the Declarant no longer holds the title to any portion of the Properties; or (B) the Declarant relinquishes its right to elect to or appoint a majority of the Board of Directors of the Association. Upon the occurrence of either (A) or (B) in the preceding sentence, the then existing Members shall be obligated to elect the majority of the Board of Directors and assume control of the Association.

(e) Any Director appointed by the Declarant shall serve at the pleasure of the Declarant and may be removed only by action of the Declarant, and may be removed from office and a successor Director appointed at any time by the Declarant.

2. Turnover.

Within ninety (90) days after the Declarant no longer has, or relinquishes, the right to elect or appoint a majority of the Board of Directors, the Association shall conduct a

special meeting of the Membership (the "Turnover Meeting") for the purpose of electing Officers and Directors. However, as long as the Declarant is the Owner of any of the Properties the Declarant shall be entitled to appoint one member of the Board of Directors.

ARTICLE XII

ADDITIONS TO PROPERTIES

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

ARTICLE XIII

MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by their Representatives at a meeting duly called for this purpose.

ARTICLE XIV

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XV

DISPOSITION OF ASSETS UNDER DISSOLUTION

Upon dissolution of the Association which shall require the consent of two-thirds (2/3) of the Members of each class (or their Representatives) of Membership, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any 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. No such disposition of the

Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XVI

DEFINITIONS

Terms used in these Articles of Incorporation, unless otherwise defined in these Articles of Incorporation, shall have the meanings described in Article I of the Declaration.

All terms which are defined in the Declaration of Covenants and Restrictions for Fullenkamp Sumter Subdivision (herein referred to as the "Declaration") shall be used herein with the same meanings as defined in said Declaration.

ARTICLE XVII

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director or Officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all of indemnification to which such Director or Officer may be entitled by common law or statute.

IN WITNESS WHEREOF, the said Subscriber has hereunto set his hand this 2nd day of February, 2005.

Frank Menke, III
Frank Menke, III

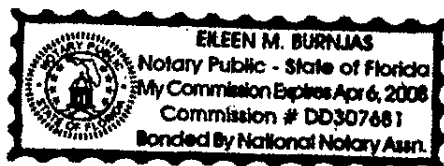
STATE OF FLORIDA)
) SS:
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared Frank Menke, III who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 2nd day of February, 2005.

Eileen M. Burnias
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 and 617.0501, Florida statutes, the following is submitted in compliance with said Act:

That Fullenkamp Sumter Subdivision Maintenance Association, Inc. desiring to organize under the laws of the State of Florida, with its principal offices at 2033 Main Street, Suite 600, Sarasota, FL 34237, has named Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., Attention Stephen D. Rees, whose office is located at 2033 Main Street, Suite 600, Sarasota, Florida 34237, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 2, 2005.

ICARD, MERRILL, CULLIS, TIMM, FUREN
& GINSBURG, P.A.

Stephen D. Rees

Stephen D. Rees, Its Authorized Agent

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