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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**GULF GATE VILLAGE OWNERS' ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION

OF

GULF GATE VILLAGE OWNERS' ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves for the purposes of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I

The name of the corporation shall be **GULF GATE VILLAGE OWNERS' ASSOCIATION, INC.** Hereinafter the corporation shall be referred to as the "Association", with its principal place of business located at 2268 Gulf Gate Drive, Sarasota, Florida 34231, in Sarasota County, Florida.

ARTICLE II

The purpose for which the Association is organized is to provide a not for profit entity for the purposes set forth in the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2.

ARTICLE III

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit and not in conflict with the terms of these Articles of Incorporation, the By-Laws and the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2.

3.2 The Association shall have all of the powers and duties set forth in the Articles of Incorporation and the By-Laws for the Association, and the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2, and all of the powers and duties reasonably necessary to operate in conformity therewith and to achieve the purposes set forth in said documents.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2,

these Articles of Incorporation and the Bylaws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2 and the Bylaws.

3.5 The Association shall be entitled to hire and retain such employees, independent contractors or management companies as deemed necessary.

#### ARTICLE IV

4.1 The members of the Association shall consist of all of the record owners of lots in Gulf Gate Subdivision Units # 1 and # 2 who elect to become members and by making such election encumber their lots by these the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2, these Articles and the Bylaws.

4.2 A lot owner in the Subdivision shall become a member of the Association by signing their consent to the original Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2 to be recorded in the Public Records of Sarasota County, Florida. Once the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2 have been recorded, any other lot owner not signing their consent to the original Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2 shall become a member by recording a Notice of Election to Be Bound by the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2, these Articles and the Bylaws. The Association shall develop a form of such notice. Once a lot owner makes such election to become a member, said member's lot shall be encumbered by the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2, these Articles and the Bylaws, and all the covenants and restrictions herein shall run with the land and be binding upon the heir, executors, administrators, legal representatives, successors and assigns of the respective parties hereto.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

4.4 On all matters upon which the membership shall be entitled to vote, each owner of each lot, as platted, shall be entitled to vote in accordance with the vote schedule as set forth on the attached Exhibit "A". In the event that less than an entire lot as platted has been conveyed, then as to said partial lot, each

owner shall be entitled to one vote per one foot of frontage. Partial votes shall be permitted and calculated to one hundreths of a vote.

For example, if a platted lot has been conveyed into two separate parcels, one parcel with a 25.67 foot frontage and the second parcel with a 14.33 foot frontage, then the owner of the first parcel shall have 25.67 votes and the owner of the second parcel shall have 14.33 votes. The frontage of each parcel is set forth on the attached Exhibit "B".

Each vote or partial vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association.

#### ARTICLE V

The Association shall have perpetual existence.

#### ARTICLE VI

The names and address of the subscribers to these Articles of Incorporation are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
David Meadows	5455 Gateway Ave., Sarasota, FL 34231

#### ARTICLE VII

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association 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 in the manner set forth in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESSES</u>
David Meadows	President	5455 Gateway Ave., Sarasota, FL 34231
Fred Soto	Vice Pres.	8045 Via Flora Dr., Sarasota, FL 34238
Barbara Meadows	Treas./Sec.	2268 Gateway Dr., Sarasota, FL 34231

**ARTICLE VIII**

8.1 (a) The affairs of the Association shall be managed by a Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be nine.

(b) All members of the Board of Directors shall be members of the Association, or a managing member, general partner, officer or director of any LLC, partnership, corporation or other legal entity in title. The members shall elect the directors at the annual meeting by a majority vote of those in attendance at said meeting.

8.2 The first annual membership meeting shall be held in January of the year following the date upon which the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2 are recorded in the public records of Sarasota County, Florida.

8.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

**NAMES****ADDRESSES**

David Meadows	5455 Gateway Ave., Sarasota, FL 34231
Fred Soto	8045 Via Flore Dr., Sarasota, FL 34238
Barbara Meadows	2268 Gateway Dr., Sarasota, FL 34231
Walter Drown	4300 Bradywine, Sarasota, FL 34231
Frank Giannini	2144 Gulf Gate, Sarasota, FL 34231
Janet Perrson	441 Meadow Lark Dr., Sarasota, FL 34236
Bill McCloskey	4749 Pine harrier Dr., Sarasota, FL 34231
Stephen Houghton	413 Murillo Dr., Nokomis, FL 34275
Dick Byrd	6512 Superior Ave., Sarasota, FL 34231

**ARTICLE IX**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding 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, except when the Director or Officer is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The

foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

#### ARTICLE X

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

#### ARTICLE XI

11.1 In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such action.

11.2 The Association shall maintain accounting records according to good accounting practices which shall be open to inspection by members or their duly authorized representatives at reasonable times, written summaries which shall be supplied at least annually to members or their duly authorized representatives.

#### ARTICLE XII

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

12.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

12.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering such amendment. Directors and members not present in person or by proxy

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James d. gibson esquire

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at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

- (a) Not less than sixty (60%) percent of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or
- (b) Not less than sixty six and 2/3 (66.667%) percent of the votes of the entire membership of the Association.

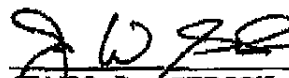
12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners on the lots in the Subdivision. No amendment shall be made that is in conflict with the Amended and Restated Restrictions of Gulf Gate Subdivision Units # 1 and # 2.

12.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Sarasota County, Florida.

#### ARTICLE XIII

The Resident Agent to accept service of process withing this State and for said corporation shall be James D. Gibson, Esquire, 400 Burns Court, Sarasota, Florida 34236.

Having been names to accept service of process for the above-stated corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act Relative to keeping open said office.

  
\_\_\_\_\_  
JAMES D. GIBSON, ESQUIRE  
Registered Agent  
Date:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the Incorporator has affixed his/their  
signatures this 10<sup>th</sup> day of July, 2004.

*David Meadows*  
DAVID MEADOWS  
Incorporator  
Date:

STATE OF FLORIDA  
COUNTY OF SARASOTA

*meadows* BEFORE ME, the undersigned authority, personally appeared *David*  
Byrd, who after being duly sworn, acknowledged they executed the  
foregoing Articles of Incorporation for the purposes expressed  
herein, this 10<sup>th</sup> day of July, 2004.

*Patricia Agnes*  
December, 2005.

Notary Public, State of Florida

My Commission Expires:

