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LAW OFFICES OF  
**Van Winkle & Sams, P.A.**  
2815 PROCTOR ROAD  
SARASOTA, FL 34231

Lainie Van Winkle  
Laurie B. Sams  
Jean Lexton

TEL. 941-923-1685  
FAX. 941-923-0174  
E-mail: [info@mevwpa.com](mailto:info@mevwpa.com)  
[lainievw@mevwpa.com](mailto:lainievw@mevwpa.com)  
[lauriesams@mevwpa.com](mailto:lauriesams@mevwpa.com)

February 10, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Incorporation-  
Fruitville Park of Commerce Property Owners' Association

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above not for profit corporation and a check (# 1023) in the amount of \$78.75 to cover the fee for filing the enclosed Articles of Incorporation and for a certified copy of the filed Articles.

I am also enclosing a copy for conforming. Please return the certified copy and the conformed copy in the enclosed self addressed envelope.

Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely yours,



Mary E. Van Winkle

MEVW/jl  
Enclosures

ARTICLES OF INCORPORATION

OF

FRUITVILLE PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION,  
A Corporation Not for Profit

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the Laws of the State of Florida and certify:

ARTICLE I

Name

The name of the corporation is FRUITVILLE PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 7090 Fruitville Road, Sarasota, Florida 34240

The Association's mailing address is: 7090 Fruitville Road, Sarasota, FL 34240

MARY E. VAN WINKLE is hereby appointed the initial registered agent of the Association, with a registered office address as 2815 Proctor Road, Sarasota, Florida 34231. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety and general welfare of the residents within all or any portion of that tract of land located in Sarasota County, Florida, which is described as FRUITVILLE PARK OF COMMERCE recorded in the Public Records of Sarasota County, Florida, the "Property", and an adjacent parcel of land legally described as: The South 1/2 of Tract 14 of the Fifth Unit of PALMER FARMS, a subdivision in Sections 20, 19 and 32, Township 36 South, Range 19 East, as per Plat thereof recorded in Plat Book 3, Page 15, of the Public Records of Sarasota County, Florida; less the Southerly 402.33 feet thereof, and currently owned by JAMES CAMPBELL and JOANN KILCULLEN (hereinafter "Campbell"), and is subject to the provisions of that Declaration of Covenants and Restrictions for FRUITVILLE PARK OF COMMERCE to be recorded in the Public Records of Sarasota County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

The Association's purposes include, without limitation, provisions for the maintenance, preservation, and architectural control of the common areas and lots now or hereafter created within the Property. Without limitation, this Association is empowered to:

(a) Declaration Powers: Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property: Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

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TALLAHASSEE, FLORIDA

(c) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Costs: Use the proceeds collected from assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance: To maintain, manage, repair, replace and operate all the Common Property, including but not limited to, the storm water and surface water management systems as permitted by the Southwest Florida Water Management District including all inlets, ditches, swales, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas, retention and detention areas, culverts, water control structures and related appurtenances and all association facilities and improvements.

(f) Reconstruction: To reconstruct improvements after casualty and construct further improvements to the Common Property.

(g) Borrowings: Borrow money and, with the approval of three-fourths (3/4) of the members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(h) Reorganization: With the approval of three-fourths (3/4) of the members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(i) Regulations: From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the lots and the Common Property consistent with the rights and duties established by the Declaration.

(j) Contract: Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration, for the surface water management system facilities and for the furnishing of services or materials for the benefit of the Property in the manner provided in the Declaration.

(k) Litigation. To sue and be sued.

(l) General: Have and exercise all rights, powers and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, including, without limitation, the right to sue and be sued, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power or privilege so granted.

#### ARTICLE IV Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any lot, shall be a member of this Association, including contract Sellers, but excluding all persons who hold any interest in any lot merely as security for the performance of an obligation. Membership is appurtenant to, and may not be separated from, ownership of at least one lot, except that the Owners of the Campbell property shall be members of the Association, pursuant to the requirements of Sarasota County described in Perpetual Covenant and Restriction Restricting Allowable Land Uses on Parcels of Real Property dated February 6, 2002 recorded in Official Records Instrument # 2002127654, Public Records of Sarasota County, Florida, notwithstanding that they do not own a lot in the Property.

Membership may not be transferred except by transfer of record title to such lot. An Owner's Membership is terminated upon the sale of their lot, and, once terminated an Owner has no further rights in the Association.

#### ARTICLE V Voting Rights

Section 1. This Association has one class of voting membership, and except as provided in Section 2, each Member shall be entitled to one vote for each one acre Parcel owned, or if less than one acre is owned then a fractional interest for each fraction of an acre owned. For example, an Owner owning a Parcel that is 1 1/3 acres will have a vote of 1 1/3 and an Owner owning a Parcel of 1/2 acre will have 1/2 a vote.)

Section 2. Co-Ownership: If more than one person owns a record fee simple interest in any lot, all such persons are members, although there is only one vote for such lot and no fractional votes are permitted. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held by husband and wife, either co-owner is entitled to cast the vote for such lot unless the Association is notified otherwise in writing.

#### ARTICLE VI Board of Directors

Section 1. Number and Term: This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors may be changed from time to time from a minimum of three to a maximum of nine. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election: All directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of those Articles, and the person receiving the largest number of votes cast by the members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors: The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

EVERETT R. CLAXTON

7090 Fruitville Road  
Sarasota, Florida 34240

ROBERT J. STRAUSS

3350 Ridgeview Dr.  
Sarasota FL 34235

CHARLES H. WILSON

8221 Blaikie Court  
Sarasota FL 34240

#### ARTICLE VII Officers

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

Association, and they 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:

EVERETT R. CLAXTON	7090 Fruitville Road Sarasota, Florida 34240	President
ROBERT J. STRAUSS	3350 Ridgeview Dr. Sarasota FL 34235	Vice President/ Secretary/Treasurer

#### ARTICLE VIII Duration

The Association exists perpetually. However, if the Association should be dissolved, the Property consisting of the surface water management system shall be conveyed to an appropriate agency of the local government, and if not accepted by such an agency, then the surface water management system shall be dedicated to a similar non profit corporation.

#### ARTICLE IX By-Laws

The Association's bylaws initially will be adopted by the Board of Directors. Thereafter, the ByLaws may be amended or rescinded by a majority vote of a quorum of the members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any lots for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

#### ARTICLE X Amendments

Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of two thirds (2/3) of the members, and the written approval of Declarant for so long as Declarant owns and holds any lot for sale in the ordinary course of business.

#### ARTICLE XI Voting Requirements

Section 1. Percentage Requirements: Unless any provision of these Articles, the Declaration or the Bylaws expressly requires the approval of the membership or of the Declarant or any other person, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership.

Section 2. Extraordinary Action: Any of the following constitutes extraordinary actions that must be approved by two-thirds (2/3) of the members and by Declarant for so long as Declarant is a member of the Association: (i) any mortgaging of this Association's property; (ii) any merger or consolidation of this Association; (iii) any dissolution of this Association; (iv) amendment of these Articles of Incorporation; (v) any special assessment as provided in Section 7.4 of the Declaration; (vi) any extension of the Declaration to other lands; and, (vii) the purchase of additional lands to be owned by the Association for the benefit of Owners.

Section 3. Notice, Proxies, and Quorum Requirements: Written notice of all meetings of the membership must be given to all Owners not less than 15 days nor more than 30 days in advance of such meeting. The presence of members or proxies entitled to cast at least fifty (50) percent of the votes shall constitute a quorum. If the required quorum is not forthcoming, the members present shall have the power

to adjourn the meeting from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies may be registered with the Secretary of the Association prior to members meetings. No Owner may hold more than three (3) proxies.

Section 4. Written Action: Any action that may be taken at any membership meeting, including any extraordinary action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within ten days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 5. Certification: An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

#### ARTICLE XII Voting Rights of Campbell

Notwithstanding the foregoing articles regarding voting, Campbell, and his successors and assigns shall only have the right to vote on the matters directly pertaining to their property, as described in Article III above.

#### ARTICLE XIII Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation, construction, application and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

#### ARTICLE XIV Incorporators and Initial Members

The names and addresses of the incorporator to these Articles of Incorporation and the initial member are as follows:

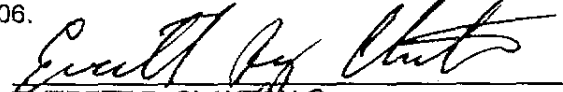
EVERETT R. CLAXTON

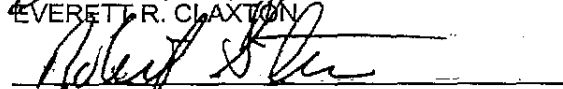
7090 Fruitville Road  
Sarasota, Florida 34240

ROBERT J. STRAUSS

3350 Ridgeview Drive  
Sarasota FL 34235

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10<sup>th</sup> day of February, 2006.

  
EVERETT R. CLAXTON

  
ROBERT J. STRAUSS

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2006, by EVERETT R. CLAXTON and ROBERT J. STRAUSS, who are personally known ☒ OR ☐ who produced driver's licenses as identification.

My Commission Expires:

Mary E Van Winkle  
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been name to accept service of process for FRUITVILLE PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION, INC. at the place designated in the Articles of Incorporation, MARY E. VAN WINKLE, ESQ. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 F.S. relative to keeping open such office.

Dated: February 10, 2006

Mary E. Van Winkle  
MARY E. VAN WINKLE



MARY E. VAN WINKLE  
MY COMMISSION # DD 165919  
EXPIRES: December 22, 2006  
Bonded Thru Budget Notary Services