

N07000002460

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

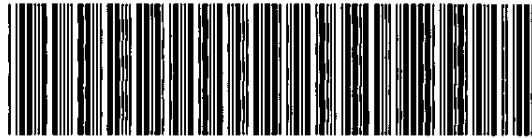
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
07 MAR - 8 AM 11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 MAR - 8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 9 2007

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- NORTH PORT ACTIVITY CENTER FIVE ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTH PORT ACTIVITY CENTER FIVE ASSOCIATION, INC.

The undersigned subscriber, desiring to form a corporation not-for-profit under chapter 617, Florida Statutes, hereby adopted the following Articles of Incorporation (the "Articles"):

ARTICLE I

The name of this Corporation is, North Port Activity Center Five Association, Inc., a Florida not-for-profit corporation. This principal office and mailing address of the Association is 1515 Ringling Boulevard, Suite 890, Sarasota, Florida 34236.

The Corporation is hereinafter sometimes referred to as the "Association". Terms used in these Articles, unless otherwise defined in these Articles, shall have the meanings described in Article I of the Declaration of Covenants, Conditions, and Restrictions for North Port Activity Center Five.

ARTICLE II

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and the purposes for which this Association is established are solely for those exempt purposes as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986. The Association is formed for the purposes set forth below:

(a) As provided in the Declaration of Covenants, Conditions, and Restrictions for North Port Activity Center Five (the "Declaration"), to comply with the design standards developed by the City of North Port pursuant to Planning Framework 3 of the City's Comprehensive Plan to guide development and define the individual character of Activity Center Five by providing attractive Landscaping, and improvements within and/or abutting the rights-of-way of Citizens Parkway and Price Boulevard, and stormwater retention and drainage within Activity Center No. 5, City of North Port, Florida (the "Public Space");

(b) As further provided in the Declaration, to implement City of North Port Future Land Use Element Policy 2.5.4 to assist with the development of a developer built, coordinated internal transportation network linking mixed-use developments located within Activity Center Five, and aiding traffic flow within the individual quadrants of the intersection of Price Boulevard and Toledo Blade Boulevard, including: Citizens Parkway, a loop road system linking the quadrants of Activity Center Five; and the planting of street trees to aesthetically enhance the roadways, sidewalks, bikeways, and parking areas associated with the transportation network;

(c) As further provided in the Declaration, to provide and maintain certain public services and infrastructure as may be required by the City of North Port or other governmental entity;

(d) To plant and install Landscaping and where thereafter necessary to maintain, repair and/or replace Landscaping for the benefit of the Owners of the Public Space;

(e) To fix assessments (or charges) to be levied against the Public Space and/or the Owners of any Lots, Dwelling Units, Commercial Units or Land Segments within the Public Space;

(f) To enforce the Declaration and any and all Rules and Regulations and other agreements applicable thereto;

(g) To pay taxes, if any, and insurance on the Public Space and any other expenses of the Public Space provided for in the Declaration; and

(h) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit, use and enjoyment of the Public Space.

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 Declaration in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Public Space and to provide such services as are required for the benefit of the Owners of Lots, Dwelling Units, 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 Public Space and for the protection of the Association and its Members;

(c) To reconstruct improvements after casualty and to make additional improvements to the Public Space;

(d) To promulgate and amend reasonable Rules and Regulations respecting the use of the Public Space;

(e) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and the Rules and Regulations of the Association;

(f) To contract for the management of the Public Space and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration 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 Public Space;

(h) To adopt and establish Bylaws for the operation of the Association;

(i) To contract with public or private utility companies for purposes of providing utility services to the Public Space;

(j) 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, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas; and

(k) To contract for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Association contemplates employing a maintenance company.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the Declaration, these Articles, and the Bylaws of the Association.

ARTICLE IV

MEMBERSHIP

1. Membership.

(a) Neighborhood Association Member. Each Neighborhood Association shall be a Member of the Association. No Owner that is subject to the jurisdiction of a Neighborhood Association shall be deemed a Member of the Association, except for Declarant, its successors and assigns.

(b) Owner Member. If any Lot, Dwelling Unit, Commercial Unit or Land Segment is not subject to the jurisdiction of a Neighborhood Association, the Owner of such Lot, Dwelling Unit, Commercial Unit or Land Segment shall be a Member of the Association.

(c) Commercial Member. An owner of a Commercial Unit shall be a Member of the Association, unless such commercial property is subject to a Neighborhood Association.

(d) Declarant. Declarant shall be a Member of the Association so long as Declarant owns any Lot, Dwelling Unit, Commercial Unit or Land Segment located within the Property.

(e) Interest in Public Space. The interest of any Member in the Public Space 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. If the Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government, and if not accepted, then the Surface Water Management System shall be dedicated to a similar non-profit corporation.

ARTICLE VI

THE SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

ROBERT H. BERNTSSON
18501 MURDOCK CIRCLE, SUITE 101
PORT CHARLOTTE, FLORIDA 33948

ARTICLE VII

OFFICERS

The officers shall be a President, a Vice 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 same individual may hold the offices of Secretary and Treasurer.

The officers designated by the Bylaws shall administer the affairs of the Association. 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 the Board of Directors designates their successors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Todd Menke	1515 Ringling Blvd., Suite 890 Sarasota, FL 34236
Vice President	Dick Sheets	1515 Ringling Blvd., Suite 890 Sarasota, FL 34236
Treasurer	John Vetri	1425 Main Street Sarasota, Florida 34236
Secretary	Robert Brett	2901 Rigsby Lane Safety Harbor, Florida 34695

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) persons nor more than five (5). 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 persons who are to act as Directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
TODD MENKE	1515 Ringling Blvd., Suite 890 Sarasota, FL 34236
DICK SHEETS	1515 Ringling Blvd., Suite 890 Sarasota, FL 34236
JOHN VETRI	1425 Main Street Sarasota, Florida 34236

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) of the votes 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 Lot, Dwelling Unit, Commercial Unit or Land Segment located within the Property, no such amendment may be made without the consent of the Declarant.

ARTICLE XI

VOTING RIGHTS/ "TURNOVER" OF THE ASSOCIATION

1. Voting Rights.

(a) Owners who are Members (resulting from Neighborhoods without Neighborhood Associations) shall be represented at all meetings of the Association by a representative. The representative shall speak, vote and generally act on behalf of the Members he or she represents, as directed by such Members, at all Membership Meetings, and shall act as the Director for that Neighborhood. Except for the representative, no Owners shall have any right to be present at or to act at any meeting except if specifically invited by the Board. The Owners of any Lots, Dwelling Units, Commercial Units, or Land Segments not administered by a Neighborhood Association and within a Neighborhood designated by the Declarant shall collectively elect one (1) representative at a meeting and such representative shall be entitled to cast at all of the meetings of the Association the number of votes set forth below. Each representative, upon his or her election or designation, shall notify the Association

of the Lots, Dwelling Units, Commercial Units, and Land Segments he or she represents, the term of his or her office and his or her address.

(b) The president of a Neighborhood Association, or another officer thereof with the president's proxy, shall be the Director of the Association for the Neighborhood Association and its elected representative at Membership Meetings.

(c) An elected representative or Director shall cast only one (1) vote on all matters except voting on increases in the Association budget in excess of fifteen percent (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 Lots, Dwelling Units, Commercial Units or Land Segments in that Neighborhood and the Declarant shall be entitled to vote a number of votes equal to the number of Lots, Dwelling Units, Commercial Units, and Land Segments owned by the Declarant.

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

(e) 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 Property; or (B) the Declarant relinquishes its right to elect 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 Board of Directors and assume control of the Association.

(f) 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 Property the Declarant shall be entitled to appoint one (1) member of the Board of Directors

ARTICLE XII

ADDITIONS TO THE PROPERTY

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

ARTICLE XIII

MERGER AND CONSOLIDATIONS

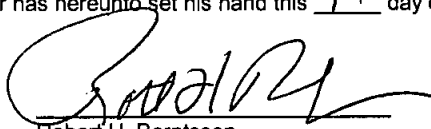
Subject to the provisions of the Declaration or any other recorded covenants, conditions, and restrictions applicable to the Property, and to the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of the Members who are voting in person or by their representatives at a meeting duly called for this purpose.

ARTICLE XIV

DISPOSITION OF ASSETS UNDER DISSOLUTION

Upon dissolution of the Association which shall require the consent of two-thirds (2/3) of the Members (or their representatives), 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 not-for-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 Declaration or any other covenants, conditions, and restrictions of record unless made in accordance with the Declaration or any other covenants, conditions, and restrictions of record.

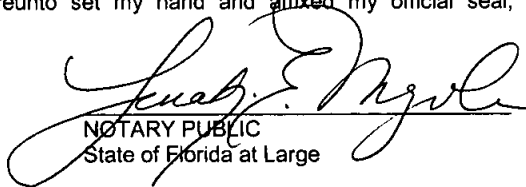
IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 7th day of March 2007.


Robert H. Berntsson

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

BEFORE ME, the undersigned authority, personally appeared ROBERT H. BERTSSON, 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 7th day of MARCH, 2007.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



Sarah E. Magnoli
Commission # DD580512
Expires March 27, 2009
Bonded Tray Firm • INSURANCE, INC. 800-998-7010