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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SWMSF ASSOCIATION, INC.**

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May 11, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: SWMSF ASSOCIATION, INC.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The name of the entity must be identical throughout the document.

Compare name listed on 1st page of the articles and name listed on the last page of articles in the registered agent acceptance.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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ARTICLES OF INCORPORATION  
OF  
SWMSF 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 adopted the following Articles of Incorporation:

ARTICLE I  
NAME

The name of this Corporation is SWMSF ASSOCIATION, INC. The Corporation is hereinafter sometimes referred to as the "Association." The principal place of business and mailing address of the Association shall be 1515 Ringling Boulevard, Suite 890, Sarasota, FL 34236.

ARTICLE II  
PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and is established for the purpose of:

(a) to exercise all rights and powers and conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein

(b) as provided within the Restriction Agreement and Grant of Easements (the "RAGE").

(c) to fix assessments (or charges) to be levied against the Parcels and/or the owners of any part of the Parcels;

(d) to enforce the RAGE and any and all rules and regulations and other agreements applicable thereto;

(e) to pay taxes, if any, and insurance on the Common Area and any other portions of the Common Area provided for in the RAGE;

(f) to, insofar as permitted by law, do any other thing that, in the opinion of the Consenting Owners, will promote the common benefit and enjoyment of the residents of the Common Area.

ARTICLE III  
POWERS

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the RAGE or By-Laws of the Association, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and Florida statutes in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the RAGE, including, without limitation, the following:

- (i) to own and convey property;
- (ii) to fix, levy, collect, and enforce payment of all charges or assessments authorized by the RAGE by any lawful means; to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (iii) 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;
- (iv) to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water and Storm Water Management System;
- (v) to sue and be sued;
- (vi) 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;
- (vii) to require all Owners to be Members;
- (viii) to manage, control, operate, maintain, repair, and improve the common areas and facilities, and any property subsequently acquired by the Association, or any property owned by another for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;
- (ix) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the RAGE or By-Laws;
- (x) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the RAGE;
- (xi) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (xii) to borrow money for any purpose subject to such limitations as may be contained in the RAGE and By-Laws;
- (xiii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private;
- (xiv) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the RAGE; and
- (xv) to take any other action necessary for the purpose for which the Association is organized.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the

powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

#### ARTICLE IV MEMBERSHIP

##### 1. Membership.

(a) Member. The Owner of a Parcel, as defined in the RAGE, shall be a Member of the Association.

(b) Developer. The Developer, as defined in the RAGE, shall be a Member of the Association so long as Developer owns any Parcel, or a portion thereof, or any mortgage encumbering any Parcel.

(c) Interest in Common Area. The interest of any Member in the Common Area 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 RAGE, these articles or the Bylaws of the Association.

2. Additional Membership Categories. The RAGE and the Bylaws may provide for additional membership categories. The term "Member" or "Membership" as used in the RAGE, the Bylaws or these Articles may apply to any such additional membership categories, as permitted by the Bylaws and the RAGE.

#### ARTICLE V TERM

This Corporation shall have perpetual existence.

#### ARTICLE VI THE SUBSCRIBER AND REGISTERED AGENT

The name and post office address of the subscriber of these Articles of Incorporation is Crown Gateway, LLC, 1515 Ringling Boulevard, Suite 890, Sarasota, FL 34236.

The street address of the initial Registered Office of the Association is 1515 Ringling Boulevard, Suite 890, Sarasota, FL 34236, and the name of its initial Registered Agent at that address is Frank Menke, III.

#### ARTICLE VII 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. The Directors shall be elected or appointed pursuant to the By-laws.

#### ARTICLE VIII 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 Consenting Owners own any of the Properties, no such amendment may be made without the consent of the Consenting Owners. No such amendment shall materially affect or interfere with the rights of the Consenting Owners, or lienors. Furthermore, any amendment to these Articles which alters any provision relating to the Surface Water Management System Facilities must have the prior approval of the Southwest Florida Water Management District.

**ARTICLE IX**  
**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) of membership, the control or right of access to the property containing the surface water management facilities shall be conveyed or dedicated to an appropriate governmental unit or public entity 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.

**ARTICLE X**  
**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 RAGE and/or Bylaws as appropriate.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 11<sup>th</sup> day of May, 2007.

CROWN GATEWAY, LLC,  
A Florida limited liability company

By: Frank Menke, III  
Frank Menke, III, Manager

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of SWMSF ASSOCIATION, INC., which contained the foregoing Articles of Incorporation.

Dated this 11<sup>th</sup> day of May, 2007.

Frank Menke, III  
Frank Menke, III

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