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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-21-07
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COVER LETTER

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

SUBJECT: North Church Street Property Owners 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: Gary E. Martinelli
Name (Printed or typed)

138 Longmeadow Street
Address

Longmeadow, MA 01106
City, State & Zip

(413) 567-8411
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

NORTH CHURCH STREET PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name by which this corporation shall be known is:

NORTH CHURCH STREET PROPERTY OWNERS ASSOCIATION,

ARTICLE II. ADDRESS

The principal place of business of the corporation is:

North Church Street
Mulberry, Florida.

The mailing address of the corporation is:

c/o Gary E. Martinelli
138 Longmeadow Street
Longmeadow, MA 01106

ARTICLE III. PURPOSES

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of certain Common Utility Facilities, a Common Entrance Drive, a Surface Water Management System, and a Pylon Sign pursuant to a Development and Operating Agreement to be recorded in the office of the Clerk of the Circuit Court of the County of Polk, State of Florida, (the "Operating Agreement").

The corporation is organized and operated solely for administrative and managerial purposes. It

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TALLAHASSEE, FLORIDA

is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of: (1) total common expenses for which payment has been made or liability incurred within the taxable year; and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the condominium.

ARTICLE IV. MEMBERS

Each owner (as defined in the Operating Agreement) shall have appurtenant to it a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, except that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to the unit by virtue of the title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders of it to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which the membership corresponds, as established in the declaration.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is c/o Ryan Lazenby, Alpha Engineering & Surveyors, Inc., 625 Commerce Drive, Suite 104, Lakeland, FL 33813.

The name of the initial registered agent at the office is Ryan Lazenby.

ARTICLE VI. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

Gary E. Martinelli
138 Longmeadow Street
Longmeadow, MA 01106

Eric Lombardi
1601 Page Boulevard
Springfield, MA 01104

Lisa A. Kozak
138 Longmeadow Street
Longmeadow, MA 01106

ARTICLE VII. DIRECTORS

The number of persons constituting the first board of directors is three. The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are the same as above.

At the first annual meeting, the members shall elect from among the members of the corporation one director for a term of one year, one director for a term of two years, and one director for a term of three years. At each annual meeting after that the members shall elect from among the membership three directors for a term of three years each.

ARTICLE VIII. OFFICERS

The affairs of the corporation are to be managed by a president, secretary, and treasurer who will be accountable to the board of administration. Officers will be elected annually in the manner set forth in the bylaws.

The names of the officers who are to serve until the first election of officers are as follows:

Gary E. Martinelli	President
Eric Lombardi	Treasurer
Lisa A. Kozak	Secretary

ARTICLE IX. BYLAWS

Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

ARTICLE X. POWERS OF CORPORATION


In fulfillment of its responsibilities under the Operating Agreement, the corporation may:

1. exercise all of the powers and perform all of the duties of the association as set forth in the Operating Agreement and in the bylaws, as those documents may from time to time be amended;
2. own and convey property;
3. take and hold by lease, gift, purchase, devise, or bequest any property, real or personal;
4. 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;
5. establish rules and regulations;
6. determine, levy, collect, and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due;
7. assess members and enforce assessments;
8. sue and be sued;
9. contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company;
10. engage the services of a professional corporate management agent and delegate to the agent any powers or duties granted to the association by the Owners under the Operating Agreement; and
11. have and exercise any and all rights, privileges, and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes.

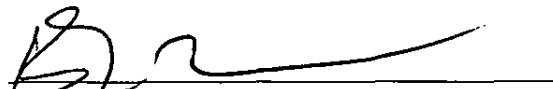
ARTICLE XI. DISSOLUTION

This corporation may be dissolved at any time with the written consent of all the members to it. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency, or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.


In witness, we, the undersigned, being the incorporators of this corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these Articles of Incorporation on December 18, 2007.



Gary E. Martinelli, Incorporator



Eric Lombardi, Incorporator



Lisa A. Kozak, Incorporator

I, Ryan Lazenby on this 20th day of December, 2007, having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Signature/Registered Agent