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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MOENNING PROPERTY OWNERS ASSOCIATION, INC.**

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Florida Dept of State



February 18, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MOORE AND WAKSLER, P.L.

SUBJECT: MOENNING PROPERTY OWNERS ASSOCIATION, INC.  
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**ARTICLES OF INCORPORATION**  
**OF**  
**MOENNING PROPERTY OWNERS ASSOCIATION, INC.**  
(A Corporation Not-For-Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a Corporation not-for-profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz:

**ARTICLE I**  
**NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be MOENNING PROPERTY OWNERS ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association," and its initial mailing address of which is 522 E. Marion Ave., Punta Gorda, FL 33950.

The Association is not a condominium association under Chapter 718, Florida Statutes.

**ARTICLE II**  
**PURPOSES**

The general nature, objects and purposes of the Association are:

A. To promote the health, safety and social welfare of the owners of all Parcels located within "Moenning Subdivision" (referred to herein as the "Community") that are, or hereafter may be, subject to the terms of the "Declaration of Covenants and Restrictions for Moenning Subdivision" (referred to herein as the "Declaration") to be recorded in the Public Records of Charlotte County, Florida.

B. To operate, manage, maintain and control the usage of all land and water areas and improvements intended for the common usage of all lot owners in the Community, including, without limitation, such private roads, sidewalks and other pathways, lakes, ponds, water detention areas, landscaping, conservation areas, easement areas, and other similar common areas (and the improvements thereon) as may be set aside by the Developer of the Community and transferred or assigned from time to time to the Association for the common use or benefits of the Parcels in the Community, and/or for the purpose of operation and maintenance by the Association.

C. To furnish or otherwise provide for private security, fire protection, street lighting, and such other services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire such capital improvements and equipment as may be related thereto.

D. To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the Community common areas, including, without limitation, streets, sidewalks, street lights, landscaping, equipment, furniture and furnishings, both real and personal, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable for the promotion of the health, safety, and social welfare of the members of the Association.

Ariana R. Fileman  
Florida Bar No. 0990612  
Moore and Waksler, P.L.  
1107 W. Marion Ave., Suite 112  
Punta Gorda, Florida 33950

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E. To carry out all of the duties and obligations assigned to it as a neighborhood property owners association under the terms of the Declaration for Parcels in the Community.

F. To operate without profit and for the sole and exclusive benefit of its members.

G. The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

### **ARTICLE III** **GENERAL POWERS**

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all Parcels which are subject to assessment pursuant to the aforesaid Declaration for the purposes of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the aforesaid Declaration.

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J. In general, to have all powers which may be conferred upon a corporation not-for-profit by the laws of the State of Florida, except as prohibited herein.

K. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of Association property, including drainage and sewer and water systems; and to enter into any other agreement consistent with the purposes of the Association, including but not limited to agreements with respect to the installation, maintenance and operation of a telecommunications receiving and distribution system and surveillance services system, or for professional management and to delegate to such professional management certain powers and duties of the Association.

L. To maintain and operate the Surface Water Management System Facilities as permitted by the Southwest Florida Water Management District, including, but not limited to, all lakes, retention areas, culverts and related appurtenances.

M. In the event the Association ceases to exist, to dedicate, convey, assign or transfer the Association property consisting of the Surface Water Management System Facilities to an appropriate agency of local government, and if the responsibility is not accepted to a similar non-profit organization.

N. To sue or be sued.

#### ARTICLE IV MEMBERS

The members of this Association shall consist of all owners of Parcels that are made subject to the provisions of said Declaration. Owners of such Parcels shall automatically become members upon acquisition of the fee simple title to their respective Parcels.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Parcels so long as such member owns at least one Parcel.

The interest 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 the Parcel which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and Parcel number; provided, however, that any notice given to or vote accepted from the prior owner of such Parcel before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Charlotte County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

#### ARTICLE V VOTING

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Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each Parcel in which he holds a fee simple ownership. When more than one person holds such interest in any one Parcel, all such persons shall be members and the vote attributable to such Parcel may be cast by any of such joint owners. In the event more than one of the joint owners attempts to cast the vote to which their Parcel is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of said Declaration, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) Directors. The Directors may, but need not be, members of the Association and need not be residents of the State of Florida.

B. Until control of the Association is transferred to the members other than the Developer, their successors or assigns, the Developer shall be entitled to appoint the members of the Board of Directors to the extent permitted by the Florida Homeowners' Association Act.

C. All Directors who are not subject to appointment by Developer shall be elected by the members at the annual membership meeting of the Association, in the manner determined in the Bylaws. Elections shall be by plurality vote.

D. All Directors, whether appointed or elected, shall serve for terms of one (1) year in accordance with the provisions of the Bylaws. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.

E. The names and addresses of the persons constituting the first Board of Directors who shall hold office until the first annual meeting of members until their successors are elected or appointed and have qualified, are as follows:

**Merle Jeanne Moenning, P.O. Box 754, Boca Grande FL 33921**

**John E. Moenning, P.O. Box 754, Boca Grande FL 33921**

**Dan Moenning, 522 E. Marlon Avenue, Punta Gorda, Florida 33950**

#### **ARTICLE VII** **OFFICERS**

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary (or Assistant Secretary) shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the

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Board of Directors. Officers shall be elected for a term of one (1) year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified, are as follows:

President	-	John E. Moenning
Vice-President	-	Dan Moenning
Secretary	-	Merle Jeanne Moenning
Treasurer	-	John E. Moenning

#### **ARTICLE VIII** **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE IX** **AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the rights of Developer shall be effective without prior written consent of Developer.

#### **ARTICLE X** **REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be at 1107 W. Marion Ave., Suite 112, Punta Gorda, Florida 33950, and the registered agent at such address shall be Geri L. Waksler. The corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### **ARTICLE XI** **BUDGET AND EXPENDITURES**

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of said Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all Parcels subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

#### **ARTICLE XII** **INCORPORATOR**

The name of the Incorporator is John Moenning and his address is P.O. Box 754, Boca Grande FL 33921.

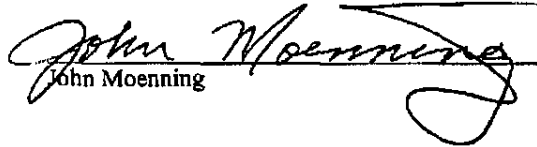


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**ARTICLE XIII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his hand and seal this \_\_\_\_ day of 15 Feb 2008.

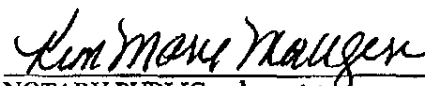
  
 John Moenning

STATE OF FLORIDA  
 COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of FEBRUARY, 2008, by John Moenning, as Incorporator of MOENNING PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation non-for-profit. He is personally known to me or has produced FLORIDA DR. LICENSE as identification.



KIM MARIE NAUGHER  
 MY COMMISSION # DD 402761  
 EXPIRES: March 6, 2009  
 Bonded thru Budget Notary Services

  
 NOTARY PUBLIC  
 Print Name: KIM MARIE NAUGHER  
 My Commission Expires: \_\_\_\_\_



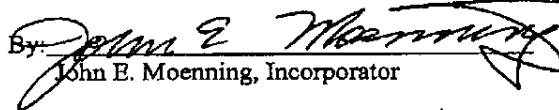
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**CERTIFICATE NAMING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

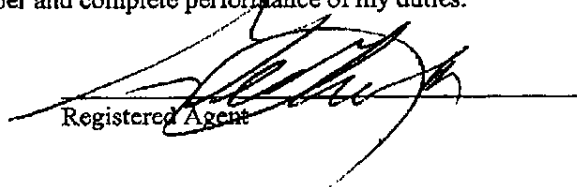
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That MOENNING PROPERTY OWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Punta Gorda, County of Charlotte, State of Florida, has named Geri L. Waksler located at Moore and Waksler, P.L., 1107 W. Marion Ave., Suite 112, Punta Gorda, FL 33950, as its agent to accept service of process within Florida.

Moening Property Owners Association, Inc., a Florida not-for-profit corporation

By:   
John E. Moening, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Registered Agent

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