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08 APR 24 PM 12:40

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COVER LETTER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 APR 24 PM 12:40

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

SUBJECT: Fiddler Bayou Homeowners 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: Patricia Barron
Name (Printed or typed)

Icard, Merrill
Address

2033 MAIN ST., Ste 600, SARASOTA, FL 34237
City, State & Zip

941-366-8100 (414)
Daytime Telephone number

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

08 APR 24 PM 12:40

**ARTICLES OF INCORPORATION OF
FIDDLER BAYOU
HOMEOWNERS ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, pursuant to the laws and statutes of the State of Florida, hereby forms and incorporates a corporation not for profit, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be FIDDLER BAYOU HOMEOWNERS ASSOCIATION, INC. (also referred to herein as the "Association"), whose initial principal business and mailing address is 500 S. Palm Avenue, P.H., Sarasota, Florida 34236, which office may be changed from time to time by the Board of Directors.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as FIDDLER BAYOU (the "Subdivision"), located in the County of Sarasota, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for FIDDLER BAYOU (the "Declaration").

**ARTICLE III
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the administration and enforcement of the provisions of the Declaration. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or Chapter 720, Florida Statutes, as they may hereafter be amended, including, but not limited to, the following:

- (1) To exercise all rights, powers, obligations and duties of the Association, as set forth in the Declaration as may be amended from time to time.
- (2) To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (3) To protect, maintain, repair, replace, and operate the common areas and common elements of the Subdivision.

- (4) To purchase insurance upon the Association property and Association property for the protection of the Association and its members.
- (5) To reconstruct improvements after casualty and to make further improvements of the property.
- (6) To make, amend, and enforce reasonable rules and regulations governing the use of the common elements and areas, and the operation of the Association.
- (7) To enforce the provision of the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association, including without limitation, the right to require all lot owners in the Subdivision to become Members of the Association.
- (8) To contract for the management and maintenance of the Association and the association property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (9) To operate and maintain the Surface Water Management System, if any, as such term as defined in the Declaration.
- (10) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (11) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets wherever situated, except as limited by these Articles, the Bylaws, the Declaration or Chapter 720, Florida Statutes and only upon approval by and eighty percent (80%) vote of the members.
- (12) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings subject to the provisions in these Articles, the Bylaws, the Declaration or Chapter 720, Florida Statutes.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws. The Association shall exist in perpetuity (subject to the rights of the members thereof to dissolve the same, as more specifically provided by the Declaration, these Articles and/or the Bylaws); provided, however, in the event of any such dissolution, all of

the members of the Association shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System (as defined in the Declaration), in accordance with the requirements of the applicable Environmental Resource Permit issued by the Southwest Florida Water Management District ("SWFWMD"), unless and until an alternate entity acceptable to SWFWMD assumes responsibility if such a surface water management system exists.

ARTICLE IV

MEMBERSHIP AND VOTING INTERESTS

All membership and voting rights shall be as established and set forth in the Declaration and the Bylaws.

ARTICLE V

EXISTENCE

This corporation shall exist perpetually (subject to the rights of the members thereof to dissolve the same) unless dissolved according to law. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of the Association, including the surface water management system, if any, shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be 500 S. Palm Avenue, P.H., Sarasota, Florida 34236, and the initial registered agent at such address shall be Karen Melk.

ARTICLE VII

DIRECTORS AND OFFICERS

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than five (5) persons, as shall be designated by the Bylaws. All Directors shall be elected by the Members in the manner determined by the Bylaws. The business of the Association shall be conducted by the Officers as designated in the Bylaws. The Officers shall be elected and shall hold office as more specifically set forth in the Bylaws.

ARTICLE VIII
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and Officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
<u>William D. Griffin</u>	President/Director	<u>4312 Higel Avenue</u> <u>Sarasota, FL 34242</u>
<u>David Peirce</u>	Vice President/Director	<u>4420 Ocean Blvd</u> <u>Sarasota, FL 34242</u>
<u>Karen Melk</u>	Secretary/Treasurer/Director	<u>500 S. Palm Avenue, P.H.</u> <u>Sarasota, FL 34236</u>

ARTICLE IX
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against 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 no event, however, shall the right to indemnification as set forth herein be applicable to any of the following:

- (1) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (2) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (3) A transaction from which the Director or officer derived an improper personal benefit.
- (4) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the fight of someone other than the Association or a member.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive

of, all other rights to which a Director or Officer may be entitled.

ARTICLE X BYLAWS

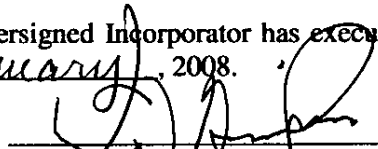
The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Directors or by petition of the members to the Directors signed by at least twenty-five percent (25%) of the membership interest entitled to vote thereon.
- (2) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given. In the event that an amendment must be voted on before an annual meeting, notice of the proposed amendment and time and place of the voting shall be given as provided in the Bylaws for members meetings.
- (3) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles shall be adopted if it is approved by at least Eighty Percent (80%) of the membership interests of the Association entitled to vote thereon, or if it is approved in writing by at least Eighty Percent (80%) of the membership interests of the Association entitled to vote thereon, as authorized by Section 2.09 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.
- (4) Effective Date. An amendment becomes effective upon filing with the Secretary of State, and recording a certified copy thereof in the Public Records of Sarasota County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration and for recording a deed.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, as of the 8th day of February, 2008.


By: William D. Griffin
4312 Higel Avenue
Sarasota, FL 34242

{Notary Clause and Registered Agent Acceptance on Following Page}

STATE OF FLORIDA
COUNTY OF Sarasota

Sworn to and subscribed before me this 9 day of February, 2008, by William D. Griffin, who is personally known to me or who has produced Drivers License as identification.

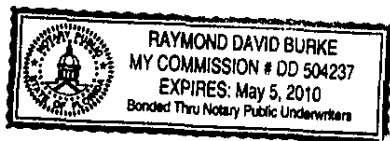
Raymond David Burke
Notary Public
My Commission Expires:

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
FIDDLER BAYOU
HOMEOWNERS ASSOCIATION, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

DATED: 2-8-08, 2008.

Karen Melk
Karen Melk as Registered Agent



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