

NID0000006253

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

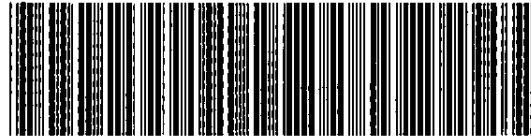
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:



Office Use Only



400182607334

06/28/10--01017--002 \*\*70.00

JUN 29 2010  
D.A. WHITE

RECEIVED  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

2010 JUN 28 P 4:21

FILED

ELEANOR W. TAFT, P.A.  
ATTORNEY AT LAW  
2647 PROFESSIONAL CIRCLE, SUITE 1203  
NAPLES, FLORIDA 34119

-----  
POST OFFICE BOX 771161  
NAPLES, FLORIDA 34107  
(239) 249-6323  
(239) 249-6324

June 25, 2010

**VIA OVERNIGHT COURIER**

Florida Department of State  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: **Triangle Plaza at Lely Resort Commercial Neighborhood**  
**Property Owners' Association, Inc.**  
**Filing of Articles of Incorporation**

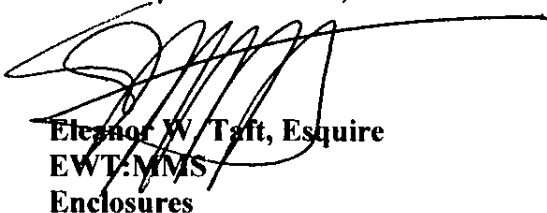
Gentlemen:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation for Triangle Plaza at Lely Resort Commercial Neighborhood Property Owners' Association, Inc. to be filed immediately upon receipt. Check #2052, dated June 25, 2010, in the amount of \$70.00, is also enclosed herewith to cover filing fees for said Corporation.

Please do not hesitate to contact me if you have any questions regarding this request.

Very truly yours,

ELEANOR W. TAFT, P.A.



Eleanor W. Taft, Esquire  
EWT:MMS  
Enclosures

FILED

ARTICLES OF INCORPORATION  
OF  
TRIANGLE PLAZA AT LELY RESORT COMMERCIAL NEIGHBORHOOD  
PROPERTY OWNERS' ASSOCIATION, INC.

2010 JUN 28 P 4: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Corporation Not-For-Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I  
NAME AND ADDRESS

The name of the corporation, hereinafter called the "Association" shall be: TRIANGLE PLAZA AT LELY RESORT COMMERCIAL NEIGHBORHOOD PROPERTY OWNERS' ASSOCIATION, INC. The street address of the initial principal office of the Association is 2647 Professional Circle, Suite 1201, Naples, Florida 34119.

ARTICLE II  
PURPOSE AND POWERS

The purposes and objects of the Association shall be to own, maintain, operate, manage and/or administer certain property within or related to the real property more particularly described as Tract 4, Lely Resort Phase One, according to the plat thereof as recorded in Plat Book 16 at Pages 87 through 99, inclusive, of the public records of Collier County, Florida and more commonly known as Triangle Plaza at Lely Resort (the "Development") and to carry out its rights and duties provided herein or as assigned to the Association by Stock Development, LLC, a Florida limited liability company (the "Declarant") pursuant to the terms and conditions of the Triangle Plaza At Lely Resort Commercial Neighborhood Declaration or Restrictions, Covenants and Grant of Easements recorded in the Public Records of Collier County, Florida (the "Declaration"), these Articles of Incorporation, and the Bylaws of the Association which will be adopted (the "Bylaws"). The Association shall be conducted as a non-profit organization for the benefit of its members.

The Association shall have the following powers:

A. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon the corporations of similar charter by the provisions of Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.

B. To carry out all the powers and duties vested in the Association pursuant to these Articles of Incorporation and the By-Laws of the Association, and pursuant to the Declaration.

C. To own, lease, operate, maintain, manage and administer the common areas of the Development in accordance with the Declaration.

D. To establish through the Board of Directors, reasonable rules and regulations regarding the property within the Development, including the enforcement of Development Guidelines.

E. To engage professional management agents to manage its affairs, and pay a fee therefor.

F. To maintain such policies of insurance as required by the Declaration or the Association's Board of Directors.

G. To take further actions as are authorized by the Association's By-Laws or the Declaration.

H. To assess members of the Association and enforce such assessments in accordance with the Declaration.

I. To appoint a design review committee (the "DRC") to review all plans and specifications for improvements to the parcels within the Development in accordance with Article 4 of the Declaration. The DRC shall be made up of three (3) members appointed by the Board of Directors of the Association. Any member of the DRC may also be discharged by the board of Directors of the Association.

The Association is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

All funds and title to all interests in the property acquired by the Association, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for the members of the Association.

The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

### ARTICLE III CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved by law.

### ARTICLE IV QUALIFICATION FOR MEMBERS AND MANNER OF ADMISSION AND VOTING RIGHTS

All owners of parcels within the Development shall be members of the Association. An owner of a parcel shall automatically be a member of the Association upon the recording in the Public Records of Collier County, Florida, of a document evidencing the owner's fee simple title to the subject parcel within the Development. Voting shall be established in accordance with the Association's By-Laws.

## ARTICLE V DIRECTORS

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer subject to the directions of the Board of Directors.

The number of members of the first Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be not less than three (3) nor more than five (5).

The election of the directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-Laws of the Association,

The directors herein named, shall serve until their successors are duly elected and qualified, or until their removal in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the By-Laws of this Corporation.

Provided, however, the Declarant shall have the right to appoint the majority of the members of the Board of Directors until turnover of the Association.

Further, provided that until turnover of the Association, no amendment to these Articles of Incorporation shall be effective without the consent of the Declarant.

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall be the following:

1. Chad Kocses  
2647 Professional Way, Suite 1201  
Naples, Florida 34119
2. Valerie McChesney  
2647 Professional Way, Suite 1201  
Naples, Florida 34119
3. Keith Gelder  
2647 Professional Way, Suite 1201  
Naples, Florida 34119

## ARTICLE VI OFFICERS

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President	Chad Kocses
Vice-President	Valerie McChesney
Secretary/Treasurer	Keith Gelder

The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, and the officers shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever occurs first.

The directors herein named, shall serve until their successors are duly elected and qualified, or until their removal in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the By-Laws of this Corporation.

#### ARTICLE VII BY-LAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Board of Directors of this Association and, thereafter, the By-Laws may be altered, amended or rescinded in the manner provided by the By-Laws, which shall be by (i) the members of the Board of Directors and/or (ii) the members, as provide therein.

#### ARTICLE VIII INDEMNIFICATION

The Association shall indemnify any Director or officer of the Association (individually and collectively referred to as the "Indemnatee"), made a party or threatened to be made a party to any threatened pending or completed action, suit or proceeding. This indemnification shall extend to any action of judicial, administrative, criminal, or investigative nature (including, but not limited to an action by the Association), brought by or against an Indemnatee, based on an act, or acts to have been committed by such Indemnatee, in his capacity as an officer or Director. In any such action, the Indemnatee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, provided such Indemnatee did not act with gross negligence or willful misconduct. The termination of any such action, suit or proceeding by judgment order, settlement, conviction or upon a plea of nolo contendere, or its equivalent shall not in itself, create a presumption that any such Indemnatee acted with gross negligence or willful misconduct.

This indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or officer of the Association, and shall inure to the benefit of the heirs, executors, and administrators of such person. References here in to Directors and officers shall include not only current Directors and officers of the Association, but former Directors and officers of the Association.

The Association shall have the power and authority to purchase and maintain insurance on behalf of any person who is a Director or officer of the Association against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.

The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director and officer of the Association are entitled By Law, pursuant to the Declaration and/or By-Laws or otherwise.

#### ARTICLE IX INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Eleanor W. Taft, P.A.  
2647 Professional Circle, Suite 1203  
Naples, Florida 34119

#### ARTICLE X REGISTERED AGENT

The street address of the initial registered office of the Association and the name of the initial registered agent at that address are:

Chad Kocses  
Stock Development, LLC  
2647 Professional Circle, Suite 1201  
Naples, Florida 34119

#### ARTICLE XI TRANSACTIONS IN WHICH DIRECTORS AND OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its officers or Directors, or between the Association or any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers of this Association, or have a financial interest in this Association shall be invalid, void or voidable solely for this reason, or solely because the Director or officer of this Association is present at, or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose, No Directors or officers of this Association shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

#### ARTICLE XII AMENDMENTS

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the

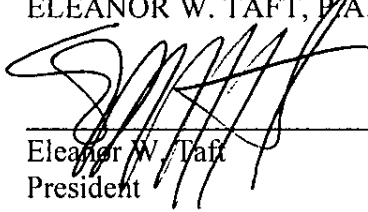
members of the Association owning a sixty-five percent (65%) of the total voting Rights in the Development, whether meeting as members or by instrument in writing signed by them. Provided, however, the Declarant shall have unilateral right at any time to amend the Articles of Incorporation and no amendment shall have be effective without the Declarant's consent until the termination of the Class B Voting Rights.

A copy of any amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. .

IN WITNESS WHEREOF, the Incorporator hereto has hereunto set his hand and seal this 25<sup>th</sup> day of June 2010.

ELEANOR W. TAFT, P.A.

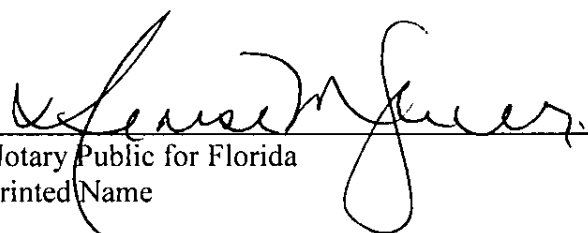
By:

  
Eleanor W. Taft  
President

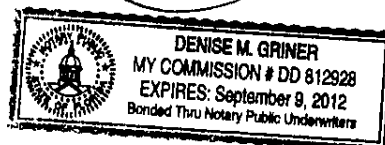
STATE OF FLORIDA       )  
COUNTY OF COLLIER    )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Eleanor W. Taft, as President of Eleanor W. Taft, P.A. to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this the 25<sup>th</sup> day of June, 2010.

  
Notary Public for Florida  
Printed Name

(Affix Seal)





**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned having been named as Registered Agent and to accept service of process for TRIANGLE PLAZA AT LELY RESORT COMMERCIAL NEIGHBORHOOD PROPERTY OWNERS' ASSOCIATION, INC., hereby accepts the appointment as Registered Agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, including the provisions of Florida Statutes Section 48.091, 617.0501 and 607.0501 relative to keeping said office open, and is familiar with and accepts the obligation of his position as Registered Agent.



---

Chad Koces  
Registered Agent

**FILED**

2009 JUN 28 P 4:21

CLERK OF COURT  
TALLAHASSEE, FLORIDA