

Aug-11-11

05:38p

From: Kirk Pinkerton, SM/RCO-0132

9413642481

T-365

P.001/008

F-250

N 11 000007697

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000202168 3)))



H110002021683ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
Phone : (941) 364-2481
Fax Number : (941) 364-2490

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: creech@omegara.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Village on the Trail Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help
J. Shivers
AUG 15 2011

RECEIVED
11 AUG 12 AM 8:46
DIVISION OF CORPORATIONS

FILED
23H AUG 12 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS DOCUMENT WAS PREPARED BY:

Timothy S. Shaw, Esquire
KIRK PINKERTON, P.A.
50 Central Avenue, Ste. 700
Sarasota, FL 34236
(941)364-2435 - office
(941)364-2490 - facsimile

ARTICLES OF INCORPORATION
OF
VILLAGE ON THE TRAIL ASSOCIATION, INC.
(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes:

ARTICLE I
NAME

The name of the corporation shall be VILLAGE ON THE TRAIL ASSOCIATION, INC. (hereinafter referred to as the "Master Association"). Its principal office shall be at 1515 Ringling Blvd., Suite 890, Sarasota, Florida 34236 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II
NOT-FOR-PROFIT CORPORATION

The Master Association is a not-for-profit corporation.

ARTICLE III
DURATION

The period of duration of the Master Association is perpetual. Existence of the Master Association shall commence with the filing of these Articles with the Secretary of State. However, if the Master Association is dissolved, the control or right of access to the property containing the Common Facilities, as defined in that certain Master Declaration of Covenants and Restrictions for Village on The Trail recorded in Official Records Instrument #2007149088, Public Records of Sarasota County, Florida, as thereafter amended (the "Declaration"), shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, the Master shall be conveyed to a non-profit corporation similar to the Master Association.

①

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 AUG 12 AM 9:37

FILED

ARTICLE IV
PURPOSE

The powers of the Master Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Master Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Master Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to levy and collect Common Facilities Assessments as set forth in the Declaration.

B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Master Association, including without limitation costs and expenses of management, maintenance, monitoring, operation, repair and replacement of the Surface Water Management System, County Road Right of Way Enhancements and other Common Facilities.

C. The power to purchase supplies, materials and lease equipment required for the maintenance, monitoring, repair, replacement, operation and management of the Surface Water Management System, County Road Right of Way Enhancements and other Common Facilities.

D. The power to employ the personnel required for the operation and management of the Master Association.

E. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements as set forth in the Declaration.

F. Subject to applicable laws, ordinances and governmental regulation, the power to adopt rules and regulations and to control and regulate the use of the Surface Water Management System, County Road Right of Way Enhancements and other Common Facilities.

G. The power to enforce by any legal means the provisions of these Articles, the By-Laws and the Declaration.

H. The power to borrow money and to select depositories for the Master Association's funds, and to determine the manner of receiving, depositing, and disbursing those

16

funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

I. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the management, maintenance, operation, repair, replacement and monitoring of the Surface Water Management System, County Road Right of Way Enhancements and other Common Facilities or the operation of the Master Association. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Master Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee. The power to delegate to the management agent, all of the powers and duties of the Master Association, except those matters which must be specifically approved by Members or the Board of Directors, as provided by the Declaration, these Articles of Incorporation, the By-Laws or applicable law.

J. The power to appoint committees as the Board of Directors may deem appropriate.

K. The power to collect delinquent Common Facilities Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Building Site Owner(s), Neighborhood Associations, Members (and Lot Owners or Unit Owners under the governance of a Neighborhood Association) in violation of the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

L. Subject to the terms of the Declaration, the power to bring suit and to litigate on behalf of the Master Association.

M. The power to adopt, alter and amend or repeal the By-Laws of the Master Association as may be desirable or necessary for the proper management of the Master Association.

N. The power to contract for all necessary insurance policies in favor of the Master Association.

O. The power to own, purchase, take, receive, lease, devise or bequest, or otherwise deal in and with real or personal property, or any interest therein.

P. Sell, convey, mortgage, pledge, lease, transfer, or otherwise dispose of all or any part of its property and assets.

Q. The power to acquire, operate and maintain Common Facilities, specifically including the County Road Right of Way Enhancements and 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.

9

R. Subject to the terms of the Declaration, the power to require all Neighborhood Associations and Building Site Owners, as defined in the Declaration, to be members of the Master Association.

S. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Master Association and the proceeds thereof shall be held in the name of the Master Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Master Association shall be distributed to the Members, directors, or officers of the Master Association. Nothing herein shall prohibit the Master Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Master Association.

Section 4. Limitations. The powers of the Master Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Master Association.

ARTICLE VII VOTING RIGHTS

The Members shall have the right to vote on Master Association matters as provided in the Declaration and By-Laws.

ARTICLE VIII LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Master Association shall be liable for the debts of the Master Association.

ARTICLE IX BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Maintenance Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Master Association are:

<u>Name</u>	<u>Address</u>
Henry Rodriguez	1515 Ringling Blvd., Ste. 890 Sarasota, FL 34236
<u>TODD MENKE</u>	<u>1515 Ringling Blvd., Ste. 890</u> <u>Sarasota, FL 34236</u>
<u>BRENDA CREECH</u>	<u>1515 Ringling Blvd., Ste. 890</u> <u>Sarasota, FL 34236</u>

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Master Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Master Association and will have the authority to control the affairs of the Master Association, as are more fully set forth in the Declaration and the By-Laws of the Master Association.

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Master Association.

ARTICLE X BY-LAWS

The By-Laws of the Master Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE XI CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Master Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

ARTICLE XII SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Henry Rodriguez	1515 Ringling Blvd., Suite 890 Sarasota, FL 34236
-----------------	--

ARTICLE XIII
OFFICERS

The affairs of the Master Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors from time to time determine appropriate.

ARTICLE XIV
AMENDMENT

Amendments to these Articles of Incorporation shall require the majority vote of the Members.

ARTICLE XV
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Henry Rodriguez, and the street address of the registered office of the Master Association shall be 1515 Ringling Blvd., Suite 890, Sarasota, FL 34236.

ARTICLE XVI
INDEMNIFICATION

Every director and every officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities; including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a director or officer of the Master Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is guilty or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Master Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

10

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of August, 2011.


Henry Rodriguez, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority personally appeared Henry Rodriguez, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 4 day of August, 2011.



Brenda B. Creech
* Brenda B. Creech
(*Print Name of Notary Public)
Notary Public - State of Florida
My Commission Expires: 4/26/2015
My Commission Number: EE 066044

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED.

FIRST—THAT VILLAGE ON THE TRAIL ASSOCIATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 1515 RINGLING BLVD., SUITE 890, SARASOTA,
FLORIDA 34236.

SECOND—HENRY RODRIGUEZ, 1515 RINGLING BLVD., SUITE 890, SARASOTA,
FLORIDA 34236, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 

Henry Rodriguez

DATE: August 4, 2011.

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES

SIGNATURE: 

Henry Rodriguez

DATE: August 4, 2011.

FILED
2011 AUG 12 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA