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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
CMCC NORTH MAINTENANCE ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

CMCC NORTH MAINTENANCE ASSOCIATION, INC.

The undersigned, desiring to form a corporation non-for-profit, pursuant to Chapter 617, Florida Statutes, as amended hereby, executes and adopts these Articles of Incorporation for the purposes set forth below.

ARTICLE I

NAME

The name of the corporation, herein called the "Association," is CMCC NORTH MAINTENANCE ASSOCIATION, INC., and its principal address is 8890 Salrose Lane, Suite 200, Fort Myers, FL 33912.

ARTICLE II

PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the maintenance of Surface Water Management System and facilities serving the property known as Central Metropolitan Commercial Center, as platted in Plat Book 45, Page 81, of the Public Records of Lee County, Florida, pursuant to the terms of that certain Agreement for Operation and Maintenance of Surface Water Management System and Assignment of Easement recorded or to be recorded in the Public Records of Lee County, Florida (the "Agreement"). The terms used herein shall have the meaning as provided in the Agreement.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. 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, the Bylaws of the Association, and Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) 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.

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- (B) To acquire (by gift, purchase or otherwise), own, hold and improve, building upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- (C) To protect, maintain, repair, replace and operate the Surface Water Management System as permitted by South Florida Water Management District, which may include, without limitation, lakes, retention areas, landscaping, conservation easements and areas, culverts and related appurtenances.
- (D) To purchase insurance upon the Association property for the protection of the Association and its members.
- (E) To reconstruct Surface Water Management facilities and Association property after casualty and to make further improvements of the Surface Water Management System.
- (F) To make, amend and enforce reasonable rules and regulations related to the operation of the Association with respect to the Surface Water Management System.
- (G) To enforce the provisions of the Agreement, these Articles, and the Bylaws, and any rules and regulations of the Association.
- (H) To contract for the management, operation, and maintenance of the Surface Water Management System, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Agreement to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, engineers, and other professional consultants to perform the services required for proper operation of the Association.
- (J) To borrow or raise money for any of the purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- (K) To sue and be sued.

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- (L) To accept easements over certain real property so long as such easements are for the benefit of the members of the Association as determined by the Board of Directors to be in accordance with the Agreement and/or a requirement of the South Florida Water Management District.

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 Agreement, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP

- (A) The Members of the Association shall consist of all record owners of a fee simple interest in one or more Lots within the real property submitted to the Agreement.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Lot owned by that Member.
- (C) The Members shall be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM

The term of the Association shall be perpetual.

ARTICLE V

BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

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ARTICLE VI**DIRECTORS AND OFFICERS**

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.
- (B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first organizational meeting following the incorporation of the Association and shall serve until the next Annual Meeting of the Board of Directors or until their successors are duly qualified and elected.

ARTICLE VII**AMENDMENTS**

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

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition in writing, signed by the Members representing at least twenty-five percent (25%) of the voting interests of the entire membership.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or Members, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next membership meeting for which proper notice can be given.
- (C) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by a vote of the majority of the voting interests present at any annual or special meeting of the Members, or by approval in writing of a majority of the voting interests of the Members without a meeting, provided that written notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

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- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII

INITIAL DIRECTORS

The initial officers and directors of the Association shall be:

Thomas F. Pepitone - President/ Director
 8890 Salrose Lane
 Suite 200
 Fort Myers, FL 33912

Trish Drivick - Secretary/ Director
 14060 Metropolis Ave.
 Suite 1
 Fort Myers, FL 33912

Robin Jacobs - Treasurer/ Director
 14021 Metropolis Ave.
 Fort Myers, FL 33912

ARTICLE IX

INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at 8890 Salrose Lane, Suite 200, Fort Myers, FL 33912.

The initial registered agent at said address shall be Thomas F. Pepitone.

ARTICLE X

DISSOLUTION

In the event of dissolution of the Association, the Association shall have the power to dedicate the operation and maintenance of the Surface Water Management System, to an appropriate agency of local government for purposes of operating and maintaining said common property in accordance with South Florida Water Management District requirements, or if not accepted by such local agency, then the Surface Water Management System shall be dedicated to a successor or similar non-profit corporation.

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ARTICLE XI

INCORPORATORS

The name and the address of the person signing these Articles of Incorporation is as follows:

Thomas F. Peppone
8890 Salrose Lane Suite 200
Fort Myers FL 33912

WHEREFORE the incorporator has caused these presents to be executed this
4 day of April, 2012

Thomas F. Peppone, INCORPORATOR

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

In compliance with the laws of Florida, the following is submitted:

First, that CMCC North Maintenance Association, Inc., desiring to organize under the laws of the State of Florida, has named Thomas F. Pepitone as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations pursuant to the applicable Florida Statutes.



Thomas F. Pepitone

Date: 4-4-12

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