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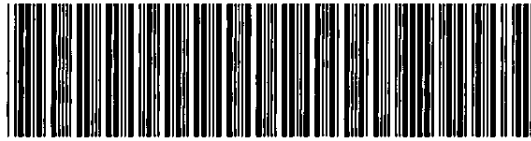
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 448551 82724A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 78.75

ORDER DATE : December 6, 2012

ORDER TIME : 3:15 PM

ORDER NO. : 448551-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: GASPAR STATION OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 52951

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION OF GASPAR STATION OWNERS' ASSOCIATION, INC.

Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by A. Grover Matheney, as Successor Trustee under that certain Land Trust Agreement dated June 29, 1988, as sole incorporator, for the purposes set forth below.

ARTICLE I: NAME

The name of the corporation, herein called the "Association", is Gaspar Station Owners' Association, Inc., and its address is 9485 SW 72nd Street, Suite A-295, Miami, FL 33173.

ARTICLE II: PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity for the operation of Gaspar Station, a center of business and commerce located in Collier County, Florida.

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, or the Master Declaration of Covenants, Conditions and Restrictions of Gaspar Station ("**Master Declaration**"), as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to distribute the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Gaspar Station property.
- (C) To purchase insurance upon the Gaspar Station property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common areas, and the operation of the Association.
- (F) To enforce the provisions of the Master Declaration, these Articles, and the Bylaws and any Rules and Regulations of the Association, including the filing of liens and the foreclosure of such liens to enforce the collection of Assessments levied against the Members.

GASPAR STATION OWNERS' ASSOCIATION, INC.

ARTICLES OF INCORPORATION

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- (G) To contract for the management and maintenance of the Gaspar Station Owners' Association and the Gaspar Station property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Master Declaration to be exercised by the Board of Directors or the membership of the Association.
- (H) To operate and maintain the surface water and stormwater management system for Gaspar Station in accordance with the environmental resource or surface water management permit.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Gaspar Station.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as drainage facilities, lift stations or other property, whether or not the lands or facilities are contiguous to the lands of Gaspar Station, if they are intended to provide enjoyment, recreation, or other use or benefit to the owners.
- (K) To borrow or raise money upon reasonable terms and conditions for any of the purposes of the Association, and in connections with such activities to from time to time 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, by means of a 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.

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 Master Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE III: MEMBERSHIP

The members of the Association shall consist of all record owners (other than the Association, hereinafter the "Owners") of a fee simple interest in any portion of the property within Gaspar Station (the "Property"), as further provided in the Bylaws. The Association shall have two (2) classes of voting members, Class "A" and Class "B". Class "A" members shall be the Owners, and the Class "B" member shall be the Declarant, as defined in the Master Declaration for such period as set forth in the Bylaws. The share of a member in the funds and assets of the Association and any voting rights held by a Class "A" member cannot be assigned or transferred in any manner except as an appurtenance to such member's parcel in the Property. 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.

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ARTICLE V: BYLAWS

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

ARTICLE VI: DIRECTORS AND OFFICERS

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. 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. 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 meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

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 or, subsequent to the turnover meeting (as defined in the Bylaws) by petition of the Class A members holding at least one-third (1/3) of the Class A Voting Rights (as defined in the Bylaws), by instrument, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Class A members, such proposed amendment or amendments shall be submitted to a vote of the members at a special or annual meeting for which proper notice can be promptly given after receipt of such proposal.
- (C) Vote Required. Except as otherwise required by Florida law and as provided in paragraph (D) below, these Articles of Incorporation may be amended by the affirmative vote of (i) the Class A Members then holding a majority of the Class A Voting Rights and (ii) the Class B Member for such period as set forth in the Bylaws, at any annual or special meeting, or by written consent of such members without a meeting, provided that at least 30 days written notice of any proposed amendment has been given to all members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) Amendment by Class "B" Member. Notwithstanding the foregoing, the Class "B" member may amend these Articles without the prior consent of the Class "A" members provided that, (i) notice of any proposed amendment has been given to all members of the Association, and that the notice contains a fair statement of the proposed amendment, and (ii) if any such amendment materially adversely impacts a member, then that member's written consent to such amendment shall be required. Failure of a member to respond to a written request for approval of an amendment to these Articles within thirty (30) business days of receipt shall be deemed unreasonable delay and such amendment shall be deemed approved. Notwithstanding

the foregoing, if an amendment to these Articles is required by any governmental entity, including but not limited to the State, County or South Florida Water Management District, the failure of a Member to consent to such amendment shall not invalidate such modification. If any amendment required by a governmental entity will materially adversely impact a member, such member will be provided written notice of such requirement and a copy of the notice from the governmental agency describing such requirement.

(E) Execution. The President or a Director shall execute any amendment approved pursuant to this Article VII.

(F) Effective Date. An amendment shall become effective upon (i) filing with the Secretary of State (ii) recording a certified copy in the Public Records of Collier County, Florida, and (iii) delivery of a copy of the amendment to each member.

ARTICLE VIII: INITIAL DIRECTORS

The initial Directors of the Association shall be:

DAVID TRIBBLE
C/O CORCORAN & ASSOCIATES, LLC
9485 SW 72ND AVE, STE A-295
MIAMI, FL 33173

AIDA DE SANTAMARIA
C/O CORCORAN & ASSOCIATES, LLC
9485 SW 72ND AVE, STE A-295
MIAMI, FL 33173

JUDITH ANDRION DE NUNEZ
C/O CORCORAN & ASSOCIATES, LLC
9485 SW 72ND AVE, STE A-295
MIAMI, FL 33173

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ARTICLE IX: INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

2210 Vanderbilt Beach Road
Suite 1201
Naples, Florida 34109

The initial registered agent at said address shall be:

J. Thomas Conroy, III

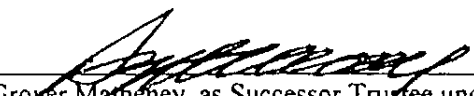
ARTICLE X: INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved any of the following:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding brought by or in the right of the Association to procure a judgment in its favor;
- (B) 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;
- (C) A transaction from which the Director or officer derived an improper personal benefit; or
- (D) Wrongful conduct by Directors or officers appointed by the aforesaid incorporator in a proceedings brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such 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.

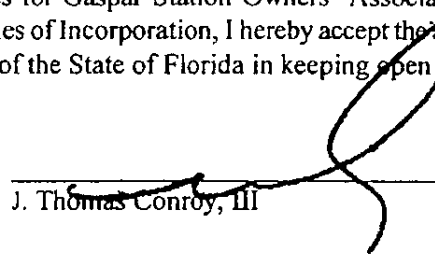
WHEREFORE the incorporator has caused these presents to be executed this 5th day of December, 2012.


A. Grover Mathehey, as Successor Trustee under
that certain Land Trust Agreement dated June
29, 1988

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Gaspar Station Owners' Association, Inc., a Florida corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


J. Thomas Conroy, III

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