

FEB 15 2013 3:22 PM

NO. 7376 Pg. 1 of 1

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.

(((H13000037068 3)))



H130000370683ABC

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 : ZIMMERMAN, KISER, & SUTCLIFFE, P
Account Number : I19990000006
Phone : (407)425-7010
Fax Number : (407)425-2747

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

Email Address: dgray@zkslawfirm.com

FLORIDA PROFIT/NON PROFIT CORPORATION

North Port Gateway East Association, Inc.

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

Electronic Filing Menu

Corporate Filing Menu

Help

MD 2/18

((H13000037068 3)))

FILED
13 FEB 15 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NORTH PORT GATEWAY EAST ASSOCIATION, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

ARTICLE I
NAME

The name of this Corporation shall be "NORTH PORT GATEWAY EAST ASSOCIATION, INC." with its principal office being located at 315 E. Robinson Street, Suite 600, Orlando, Florida 32801 and its mailing address being the same as its office address.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date these articles are filed with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

((H13000037068 3)))

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(l) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(m) To have and exercise all powers necessary or convenient to effect its general purpose.

The Corporation is not organized for profit and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in this Article III of these

(((H13000037068 3)))

Articles, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

ARTICLE IV
MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 315 E. Robinson Street, Suite 600, Orlando, Florida 32801 and the initial registered agent of the Corporation at that address shall be N. Dwayne Gray, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws, but such number shall not be less than three (3). The names and street addresses of the initial directors of this Corporation are:

Clyde Measey
120 E Palmetto Park Rd.
Suite 100
Boca Raton, FL 33432

N. Dwayne Gray, Jr.
315 E. Robinson Street, Suite 600
Orlando, FL 32801

D. Scott Baker
315 E. Robinson Street, Suite 600
Orlando, FL 32801

Directors may be removed with or without cause.

(((H13000037068 3)))

(((H13000037068 3)))

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Clyde Measey
120 E Palmetto Park Rd.
Suite 100
Boca Raton, FL 33432

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XII

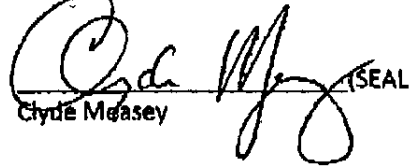
(((H13000037068 3)))

(((H13000037068 3)))

EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

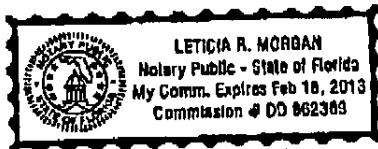
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 15 day of February, 2013.

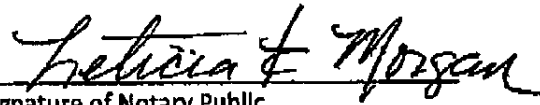
 (SEAL)
Clyde Measey

FILED
FEB 15 AM 10:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Falm Beach

The foregoing instrument was acknowledged before me this 15th day of February, 2013 by Clyde Measey.




Signature of Notary Public
Leticia R. Morgan
Name of Notary Public

☒ Personally Known OR ☐ Produced Identification
Type of Identification Produced: _____

(((H13000037068 3)))

((H13000037068 3)))

FILED
FEB 15 AM 10:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

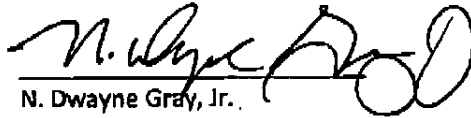
In compliance with Section 48.091, Florida Statutes, the following is submitted:

North Port Gateway East Association, Inc., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 315 E. Robinson Street, Suite 600, Orlando, Florida 32801 has named and designated N. Dwayne Gray, Jr. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of February, 2013.


N. Dwayne Gray, Jr.
Registered Agent

((H13000037068 3)))