

W130000002569

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.

(((H13000060139 3)))



H130000601393ABCX

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 : ROETZEL & ANDRESS
Account Number : I20000000121
Phone : (239) 649-6200
Fax Number : (239) 261-3659

FILED
13 MAR 15 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Email Address: SELLIS@RALAW.COM

**FLORIDA PROFIT/NON PROFIT CORPORATION
TOWNLAKES COMMERCIAL CENTER OWNERS' ASSOCIATION
INC**

Pushed

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

RECEIVED
13 MAR 15 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18281 MAR 18 2013

H130000601393

ARTICLES OF INCORPORATION

OF

TOWNLAKES COMMERCIAL CENTER OWNERS' ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Corporate Act.

FILED
13 MAR 15 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Townlakes Commercial Center Owners' Association, Inc., and its address is 6400 Imperial Drive, Waco, Texas 76712-6804.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants and the Florida Not-For-Profit Corporations Act, shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Townlakes Commercial Center (the "Development") located in Lee County, Florida. The Association is organized and shall exist on 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. 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 and of a commercial property owner's association under the laws of the State of Florida, including but not limited to all the powers set forth in Section 617.0302, Florida Statutes, except as expressly limited or modified by these Articles, the Declaration of Covenants (the "Declaration"), Bylaws and Rules and Regulations (these Articles, the Declaration, Bylaws and any Rules and Regulations shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to operate the Development pursuant to the Governing Documents 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 defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the Association property.
- C. To operate and maintain those portions of the Surface Water Management System located within the Development, including, but not limited to all lakes, retention areas, culverts and related appurtenances, in accordance with the Governing Documents and any applicable South Florida Water Management District Permit.
- D. To purchase insurance for the protection of the Association and its members.
- E. To repair and reconstruct improvements after casualty, and to make further improvements of the Association property. To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.

H130000601393

H130000601393

ARTICLE VII

DIRECTORS AND OFFICERS:

A. The affairs of the Association shall 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 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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

The initial Directors are as follows:

William McDonald

Dustin Horn

Christyne Albury

ARTICLE VIII

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 by a written petition to the Board, signed by at least fifty percent (50%) of the voting interests of the Association.

B. Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

C. Vote Required. A proposed amendment shall be adopted if it is approved by at least a majority of the voting interests in the Association who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose.

D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

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 attorney fees, actually and reasonably incurred by or imposed on him in connection with any

H130000601393

H130000601393

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:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding 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.

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.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

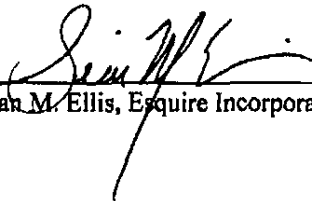
Sean M. Ellis, Esquire
Roetzel & Andress, LPA
2320 First Street
Fort Myers, Florida 33901

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Sean M. Ellis, Esquire
Roetzel & Andress, LPA
2320 First Street
Fort Myers, Florida 33901

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 14th day of March, 2013.



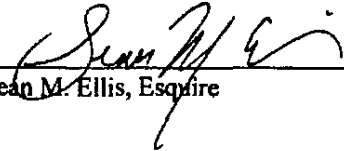
Sean M. Ellis, Esquire Incorporator

H130000601393

H130000601393

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the initial registered agent, hereby accepts the appointment as the Registered Agent for the Corporation.



Sean M. Ellis, Esquire

FILED
13 MAR 15 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA