

Division of Corporations

Page 1 of 2

# N14000099335364

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.

((H14000099335 3)))



H14000099335364

**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

14 MAY -6 AM 11:38  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

Email Address: \_\_\_\_\_

RECEIVED

14 MAY -6 AM 9:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT/NON PROFIT CORPORATION GILCHRIST NEIGHBORHOOD ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

H140000993353

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 MAY -6 AM 11:33

**ARTICLES OF INCORPORATION**  
**OF**  
**GILCHRIST NEIGHBORHOOD ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation under the Florida Not For Profit Corporation Act.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Gilchrist Neighborhood Association, Inc., and the street address of the initial principal office of the Association is 150 Gilchrist Avenue, Boca Grande, FL 33921, and its mailing address is P. O. Box 399, Boca Grande, Florida 33921.

**ARTICLE II**

**PURPOSE AND POWERS:** The Association is organized for all those purposes set forth in the Bylaws or as determined by the Board from time to time with regard to the historic Gilchrist Avenue and median located in the town of Boca Grande, Lee County, Florida. The Association is not a homeowners association under Chapter 720, Florida Statutes. 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 under the laws of the State of Florida, and by these Articles, the Bylaws and any resolutions of the Association (these Articles, Bylaws and any resolutions shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to further its purposes, including but not limited to the following:

- A. To collect funds from 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 purchase insurance for the protection of the Association and its Members.
- C. To enter into contracts for services, maintenance, management or other purposes and to employ accountants, attorneys, architects, and other professional personnel to perform the services deemed necessary or appropriate by the Board.
- D. To borrow money as necessary to perform its other functions hereunder.
- E. To sue and to be sued.
- F. To own, acquire and convey real and personal property, or any interest therein and to grant or modify easements, licenses or leases with respect to such property.

**ARTICLE III**

**MEMBERSHIP:**

- A. Membership in the Association shall be determined, established, and terminated as further provided in the Bylaws.

H140000993353

H14000099353

#### 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.

#### ARTICLE VI

##### 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. Directors shall be elected in the manner provided by the Bylaws.

B. 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.

The initial Directors are as follows:

Edward Cruz  
Thomas Bowers  
Mary Howell

#### ARTICLE VII

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 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.

H14000099353

H140000993353

**ARTICLE VIII**

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

Sean M. Ellis, Esquire  
Roetzel & Andress, LPA  
2320 First Street, Suite 1000  
Fort Myers, Florida 33901

**ARTICLE IX**

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

R & A Agents, Inc.  
Attention: Sean M. Ellis, Esquire  
2320 First Street, Suite 1000  
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 25<sup>th</sup> day of April, 2014.

  
Sean M. Ellis, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

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

R & A Agents, Inc., an Ohio corporation

By:   
Sean M. Ellis, Assistant Secretary

H140000993353