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FLORIDA PROFIT/NON PROFIT CORPORATION
Captiva Cove Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
CAPTIVA COVE
PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Corporation Not for Profit)**

ARTICLE I. NAMES

The name of this Corporation is Captiva Cove Property Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws."

ARTICLE II. PURPOSES

The purposes for which the Association is organized are as follows:

A. To operate, administer, manage, lease and maintain the assets and property of the Association as such are dedicated to or made the responsibility of the Association by these Articles, the By-Laws, or Captiva Cove Associates, Ltd., a Florida limited partnership, ("Captiva I") and Captiva Cove Associates II, Ltd., a Florida limited partnership, its successors and assigns (collectively, "Captiva II"), the parties to that certain Easement and Operating Agreement to be recorded in the Official Records of Broward County, Florida (the "Agreement").

B. To enforce the Agreement and perform all duties and responsibilities imposed upon the Association by the parties to the Agreement.

D. To carry out all duties placed upon it by these Articles, the By-Laws, the parties to the Agreement and by Florida law.

ARTICLE III. POWERS

The Association shall have the following powers:

A. The Association shall have all common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles, the By-Laws and the Agreement.

B. The Association shall have the power to administer and to enforce the provisions of these Articles, the By-Laws and the Agreement and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the parties to the Agreement, as amended and supplemented from time to time.

ARTICLE IV. DUTIES

The Association shall have the following duties:

A. The Association shall have all common law and statutory duties of a corporation not for profit.

B. In addition, the Association shall have all responsibilities and duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Agreement.

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ARTICLE V. MEMBERSHIP

Every person or entity who is or becomes a record owner of the "Property" as that term is defined in the Agreement, shall be a "Member" of the Association. Membership is solely for those having a fee simple ownership interest and is not intended to and shall not include any persons or entities who hold an interest in real property merely as security for the performance of an obligation. All memberships in the Association shall be automatic and mandatory and shall terminate automatically when a Member becomes divested of a fee simple ownership in the Property.

When a corporation, company, or partnership is the owner of a portion of the Property, the membership privilege shall be exercised by only one (1) individual being the one designated by the entity to cast its vote as hereinafter provided. When more than one person holds an interest in a Lot, each person shall be a Member, even though each person does not acquire a separate right to vote.

ARTICLE VI. MANAGEMENT

A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. The Board members shall be elected by the voting membership at the times and in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in the By-Laws.

B. The initial Board shall consist of three (3) persons, who need not be members entitled to vote in the Association. The initial Board named in these Articles shall serve until the Members elect the Board members in the manner set forth in the By-Laws. After the election of the Board by the Members, vacancies occurring between annual meetings of the membership shall be filled in the manner provided in the By-Laws.

C. Board members shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held on the first Monday of December of each year or on such other date as may be set by the vote of a majority of the membership.

D. All officers shall be elected by the Board in accordance with the By-Laws at the annual meeting of the Board to be held immediately following the annual meeting of the membership. The Board shall elect or appoint at the time and in the manner set forth in the By-Laws a President, Vice President, Secretary, Treasurer, and such other officers as it may deem desirable.

ARTICLE VII. BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3). The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>Name</u>	<u>Address</u>
1. Odalys Roviro	2100 Hollywood Boulevard Hollywood, Florida 33020
2. Barbara Beguiristain	2100 Hollywood Boulevard Hollywood, Florida 33020

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3. Martha Larmar

2100 Hollywood Boulevard
Hollywood, Florida 33020

The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than three (3). All Board members shall be natural persons.

ARTICLE VIII. OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Martha Larmar
Vice-President	Odalys Roviro
Secretary/Treasurer	Barbara Beguiristain

ARTICLE-IX-PRINCIPAL OFFICE

The initial principal office of the Association is 2100 Hollywood Boulevard, Hollywood, Florida 33020.

ARTICLE X. INCORPORATOR

The Incorporator is N. Dwayne Gray, Jr., 315 E. Robinson Street, Suite 600, Orlando, Florida 32801. The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Florida Secretary of State.

ARTICLE XI. BYLAWS

By-Laws of the Association shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XII. EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XIII below.

ARTICLE XIII. DISSOLUTION AND SUCCESSOR ENTITIES

The Association may be dissolved only with the consent in writing by the Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIV. SEVERABILITY

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

ARTICLE XV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 315 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the initial Registered Agent of the Association at that address shall be N. Dwayne Gray, Jr.

ARTICLE XVI. INDEMNIFICATION

The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

IN WITNESS WHEREOF, I, the Incorporator of the Captiva Cove Property Owners Association, Inc. have hereunto affixed my signature this 19th day of September, 2014.


N. Dwayne Gray, Jr.

The undersigned hereby accepts the designation of Registered Agent of Captiva Cove Property Owners Association, Inc. as set forth in Article XV of these Articles.


N. Dwayne Gray, Jr.

STATE OF FLORIDA)
)
COUNTY OF ORANGE) SS:

Sep. 19. 2014 2:41PM ZKS 407-418-1251

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I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared N. Dwayne Gray, Jr., to me known to be the person described as the Incorporator and Registered Agent of the Captiva Cove Property Owners Association, Inc. and who executed the foregoing Articles of Incorporation and has acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of September, 2014

Jennifer A. Treadwell
Notary Public

Print Name:

My Commission expires:

Commission No.:



JENNIFER A. TREADWELL
MY COMMISSION # EE 835480
EXPIRES: January 15, 2017
Bonded thru Budget Notary Services

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