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FLORIDA PROFIT/NON PROFIT CORPORATION
Home Center Plaza Property Owners Association, Inc.

Table with 2 columns: Item, Value. Rows include Certificate of Status (1), Certified Copy (1), Page Count (08), Estimated Charge (\$87.50).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HOME CENTER PLAZA PROPERTY OWNERS ASSOCIATION, INC.

a Florida Corporation Not For Profit

The undersigned incorporator to these Articles of Incorporation hereby proposes the incorporation under Chapters 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I NAME AND ADDRESS

The name of the corporation is Home Center Plaza Property Owners Association, Inc. (the "Association"), and its initial principal place of business and mailing address is 4828 Ashford Dunwoody Road, Suite 400, Atlanta, Georgia 30338.

ARTICLE II DEFINITIONS

Unless the context indicates otherwise, the definitions set forth in the Declaration of Covenants, Conditions, Restrictions, and Reservation of Easements for Home Center Plaza (the "Declaration") shall apply to the capitalized terms used in these Articles.

ARTICLE III PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity for the administration, operation, maintenance, repair, and replacement of certain portions of the development known as Home Center Plaza, located in Collier County, Florida, and any additional real property that may be subjected to the Declaration in accordance with the Declaration ("Property"), and other related purposes as described in the Declaration. The Association is organized and exists upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association will be distributed or inure to the private benefit of any Member, Director or Officer. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration or Chapter 617, Florida Statutes, as they may be amended, including, without limitation, the following powers and duties:

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 proceeds of assessments in the exercise of its powers and duties, including the power of the Association to levy and collect adequate assessments against Members of the Association for the costs of maintenance and

operation of the Stormwater Management System assessments, which assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures, and drainage easements as set forth in the Declaration.

B. To purchase, own, convey, protect, maintain, repair, replace and operate the Association and the Association's real and personal property and certain other portions of the Property.

C. To purchase insurance upon the Association property for the protection of the Association and its Members.

D. To make, amend and enforce reasonable rules and regulations governing the use of certain portions of the Property.

F. To enforce the provisions of the Declaration, these Articles, the Bylaws, and any rules and regulations of the Association.

G. To contract for the management and maintenance of the Association and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Florida Statutes and the Declaration to be exercised by the Board of Directors or the Members.

H. To employ accountants, attorneys, architects, engineers and other professional personnel to perform the services required for proper operation of the Association and certain portions of the Property, and to sue and be sued when necessary.

I. To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount, to 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, any mortgage, pledge, conveyance or assignment of 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 will be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

J. The Association shall operate, maintain, and manage the Stormwater Management System in a manner consistent with the requirements of Southwest Florida Water Management District ("SFWMD") Permits(s), including Permit No. 11-03155-P, and Application Nos. 081117-22 & 140213-7, and applicable SFWMD rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

**ARTICLE IV
MEMBERSHIP**

Subject to the qualifications in the Declaration, the Members shall be all of the record owners of the fee simple interests in the Property. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Member's interest in the Property. The owners of each Parcel, collectively, shall be entitled to the number of Voting Interests in votes of Association matters as set forth in the Association Bylaws and the Declaration. The manner of exercising Voting Rights are set forth in the Bylaws.

**ARTICLE V
TERM**

The term of the Association shall be perpetual and its existence shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

**ARTICLE VI
BYLAWS**

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

**ARTICLE VII
AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon petition of Members with at least one-fourth (1/4th) of the Voting Interests by instrument, in writing, signed by them and as provided in the Bylaws.

B. Procedure. Upon any amendment or amendments to these Articles being proposed by the Board or by the Members, such proposed amendment or amendments must 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. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of Voting Interests at any annual or special meeting of the Members, or by approval in writing of a majority of the Voting Interests without a meeting, provided that notice of any proposed amendment has been given to the Members, and that the notice contains a copy of the proposed amendment.

**ARTICLE VIII
DIRECTORS AND OFFICERS**

A. 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.

B. Directors will be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies in the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association will be conducted by the Officers designated in the Bylaws. The Officers are elected by the Board of Directors at its first meeting following each annual meeting of the Members and will serve at the pleasure of the Board of Directors.

ARTICLE IX INITIAL DIRECTORS

The initial Directors of the Association are:

Michael M. Hanson
Roebing Investment Company, Inc.
235 Moore Street, Suite 300
Hackensack, New Jersey 07601

Blair G. Schlossberg
Rook at Naples II, LLC
4828 Ashford Dunwoody Road, Suite 400
Atlanta, Georgia 30338

J.C. McKinney
South Naples, LLC
24 Simara Street
Stuart, Florida 34996

ARTICLE X INITIAL REGISTERED AGENT

The registered agent and office of the Corporation shall be Scott A. McLaren, Esq. c/o Hill Ward Henderson, 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602.

ARTICLE XI INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association indemnifies and holds harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) that 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 rights 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.

D. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

E. Breach of the Director's or Officer's fiduciary duty to the Association.

In the event of a settlement, the right to indemnification will not apply unless the Board of Directors approves the settlement as being in the best interests of the Association. The foregoing rights of indemnification is in addition to and not exclusive of all other rights a Director or officer may be entitled.

ARTICLE XII DISSOLUTION

No portion of the net earnings of the Association will inure (upon dissolution of the Association or otherwise) to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Prior to any such termination, dissolution, or liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity that complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the SFWMD. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provisions are made for the payment of its creditors and the costs and expenses of dissolution will be distributed to: (A) a successor Association; or (B) if there will be no successor Association, to the Members: (i) in the case of real property including fixtures, improvements as easements, as tenants in common or as non-exclusive easement holders, as applicable; and (ii) in the case of all other property, in proportion to the Voting Interests of their respective Parcels, either in kind or in the form of proceeds or as some combination thereof.

ARTICLE XIII CONFLICTS

To the extent the provisions of the Articles conflict with the Declaration, the provisions of the Declaration will govern and are hereby incorporated into the Articles by reference.

ARTICLE XIV

INCORPORATORS

The name and address of the incorporator is Patrick G. White, c/o Porter Wright Morris & Arthur, LLP, 9132 Strada Place, Third Floor, Naples, Florida 34108.

Signature Page to Follow

WHEREFORE, the incorporator has caused these Articles of Incorporation to be executed this 13TH day of October, 2014.

By: 
Patrick G. White, Incorporator

From:552@porterwright.com

239 569 2990

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AND
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Home Center Plaza Property Owners Association, Inc.
2. The name and address of the registered agent and office are:

Scott A. McLaren
Hill Ward Henderson
101 East Kennedy Boulevard, Suite 3700
Tampa, Florida 33602

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: October 13, 2014



Scott A. McLaren