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Walmart Estero Association, Inc.

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**ARTICLES OF INCORPORATION
OF
WALMART ESTERO ASSOCIATION, INC.**

THE UNDERSIGNED HEREBY FORMS A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DOES HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I
NAME**

1.1 The name of the Association is **WALMART ESTERO ASSOCIATION, INC.** (the "Association"). The Association's initial principal place of business and mailing address shall be 2001 S.E Tenth Street, Bentonville, Arkansas 72716-0550.

**ARTICLE II
PURPOSES AND POWERS**

2.1 Purposes. The Association's specific, primary purposes are to provide for maintenance and preservation of the Driveways, Drainage System, and other common areas as defined in the Declaration of Easements with Covenants and Restrictions Affecting Land for Walmart Estero recorded or to be recorded in the public records of Lee County, Florida (the "Declaration"), which Driveways, Drainage System and common areas are located within the real property described in the Declaration (the "Property"). Capitalized terms not defined herein shall have the meanings given to them in the Declaration.

2.2 Powers. In furtherance of such purposes set forth in Section 2.1 above, the Association shall have the power to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Property.
- b. Assess, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration, these Articles, and the Bylaws of the Association, and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the Property.
- c. Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- d. Establish rules and regulations governing the use and ownership of the Property.
- e. Sue and be sued.
- f. Contract for services necessary to operate and maintain the Property and all corresponding infrastructure.

- g. Borrow money and, subject to the consent of the sole Member, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- h. Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority, Community Development District, or utility for such purposes and subject to such conditions as may be agreed upon by the sole Member.
- i. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property or common areas, with the consent of the sole Member.
- j. Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

2.3 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Owners as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE III MEMBERS

3.1 The Members of the Association shall be the owners of the Wal-Mart Tract. Membership shall be appurtenant to and may not be separated from ownership of the Wal-Mart Tract. If title to the Wal-Mart Tract is held by more than one person or entity, the owners thereof shall be each be members of the Association with the voting rights allocated based upon the percentage of ownership of the Wal-Mart Tract.

ARTICLE IV DURATION

4.1 The period of duration of the Association shall be perpetual.

ARTICLE V OFFICERS AND DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary/Treasurer. Such officers shall be appointed from time to time by the Board of Directors. The names and addresses of the officers who shall hold office until their successors are appointed and have qualified, or unless removed for cause, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Romona West	President	Property Management - #5347 2001 S.E. 10 th Street Bentonville, AR 72716-0550

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Barri Tulgetske	Vice President	Property Management - #5347 2001 S.E. 10 th Street Bentonville, AR 72716-0550
Quick Mack	Secretary/Treasurer	Property Management - #5347 2001 S.E. 10 th Street Bentonville, AR 72716-0550

5.2 The number of persons constituting the first Board of Directors of the Association shall be three (3), and thereafter, the membership shall consist of not less than three (3) and not more than five (5). The Directors shall be appointed by the sole Member as set forth in the Bylaws. The names and addresses of the persons who shall serve as Directors until the first appointment are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Romona West	Property Management - #5347 2001 S.E. 10 th Street Bentonville, AR 72716-0550
Barri Tulgetske	Property Management - #5347 2001 S.E. 10 th Street Bentonville, AR 72716-0550
Quick Mack	Property Management - #5347 2001 S.E. 10 th Street Bentonville, AR 72716-0550

ARTICLE VI **BYLAWS**

6.1 The Bylaws of the Association may be made, altered or rescinded by the affirmative vote of a majority of the Board of Directors.

ARTICLE VII **AMENDMENTS**

7.1 Amendments to these Articles of Incorporation may be made and adopted by the sole Member.

ARTICLE VIII **VOTING**

8.1 If title to the Wal-Mart Tract is held by more than one person or entity, the owners thereof shall be each be members of the Association with the voting rights allocated based upon the percentage of ownership of the Wal-Mart Tract.

ARTICLE IX **INCORPORATOR**

9.1 David J. Edwards will act as the incorporator for the Association.

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ARTICLE X
DISSOLUTION

10.1 With the consent of the sole Member, the Association may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes. If the Association is dissolved, the Driveways, Drainage System, and common areas, as defined in the Declaration, shall be conveyed to an appropriate agency of local government, and if not accepted, then they shall be dedicated and conveyed to a similar not-for-profit corporation to assure continued maintenance and operation.

ARTICLE XI
REGISTERED AGENT

11.1 The initial registered agent of the Association shall be Edwards Cohen, and the initial registered address of the Association shall be 200 West Forsyth Street, Suite 1300, Jacksonville, Florida 32202.

ARTICLE XII
EFFECTIVE DATE

12.1 The effective date of this Association shall be upon filing with the Office of the Secretary of State of the State of Florida.


ARTICLE XIII
INDEMNIFICATION

13.1 Each Director and Officer of this Association shall be indemnified by the Association against all costs and expense reasonable incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

Any capitalized term not defined herein shall have the definition ascribed to it in the Bylaws of Wal-Mart Estero Association, Inc.

Executed this 22nd day of October, 2014.

INCORPORATOR:



David J. Edwards


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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of October, 2014, by David J. Edwards, who ☒ is personally known to me or ☐ produced _____ as identification.



SEAL


NOTARY PUBLIC, STATE OF FLORIDAPrint Name: B.L. TraubCommission Number: FF102953

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR THE ASSOCIATION.

Edwards Cohen

By: 

David J. Edwards, President

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