

N15000001793

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600269614606

02/18/15--01022--005 **87.50

FILED
15 FEB 18 AM 7:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3080 Tamiami Trail East
Naples, Florida 34112
Telephone (239) 649-4900
Fax (239) 649-0823
Internet:
www.swflalaw.com



Richard M. Treiser
Thomas A. Collins, II ■
Christopher J. Cona
Robert A. DeMarco *
Bradley S. Donnelly ♣
George M. Compton-Craig
Richard A. Mills, III

Craig A. Goddy ▲ ●
Of-Counsel

February 17, 2015

Corporate Records Bureau
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Shoreline Shoppes Association, Inc., a Florida corporation

Dear Division of Corporations:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Shoreline Shoppes Association, Inc. together with a check in the amount of \$87.50 representing the corporate filing fee, the registered agent fee, the certified copy of the Articles and a Certificate of Status.

Kindly return to my attention the original Certificate of Status and the certified copy of the Articles to my attention in the enclosed prepaid envelope.

If you have any questions, please feel free to contact me. As always, your kind attention to this matter is appreciated.

Very truly yours,

TREISER COLLINS

Mary Jo Wojciechowski, PLS, FRP
Paralegal to Thomas A. Collins II, Esquire
e-mail: maryjo @swflalaw.com
Enclosures

♦ Circuit Mediator

Also admitted in: * Connecticut * District of Columbia ♣ Illinois • Indiana ■ Kentucky
% New York ▲ Pennsylvania ♦ Virginia

**ARTICLES OF INCORPORATION
OF
SHORELINE SHOPPES ASSOCIATION, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with Florida Statutes Chapter 617 ("the Act"), for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation (herein called the "Association") shall be Shoreline Shoppes Association, Inc., a Florida corporation not-for-profit, and the mailing address is 4499 Corporate Square, Naples, Florida 34104.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The initial principal office and mailing address of the Association shall be 4499 Corporate Square, Naples, Florida 34104.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized to provide an entity pursuant to the Act to oversee the administration and enforcement of the Declaration of Covenants, Easements and Restriction for Shoreline Shoppes, a retail and office center located on Bayshore Road, North Fort Myers, Florida (herein called the "Declaration").

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 of the Association. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration, the Association's Bylaws, or the applicable provisions of the Florida Statutes, as they may hereafter be amended from time to time, including without limitation the following:

- A. To contract and sue or be sued with respect to the exercise or non-exercise of its powers,
- B. To administer, operate and maintain Association's assets and the "Common Infrastructure," including the "Surface Water Management System." The Common Infrastructure and Surface Water Management System are more specifically described in the Declaration.
- C. To establish, make and amend reasonable rules and regulations governing the use of

the Association's assets and the operation of the Association.

- D. 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.
- E. To contract for services to provide for the installation, operation, maintenance, repair and replacement of the Common Infrastructure, 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 of the Association.
- F. To purchase insurance upon the Association property for the protection of the Association and its members.
- G. To own and convey property.
- H. To enforce the provisions of the Declaration, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- J. To borrow or raise money for any 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 shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III

INCORPORATOR: The name and address of the incorporator of the Association is R.A. Johnson, Inc., a Florida corporation, 4499 Corporate Square, Naples, Florida 34104.

ARTICLE IV

MEMBERSHIP:

- A. The members of the Association shall be all of the record owners of the fee simple interests in the real property parcels that have been submitted to the Declaration and

which comprise Shoreline Shoppes, a retail and office center located on Bayshore Road, North Fort Myers, Florida.

- B. 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 said member's parcel.
- C. Each owner of a real estate parcel shall be entitled to the number of votes in Association matters as set forth in the Declaration and the Association's Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and the Association's Bylaws.

ARTICLE V

TERM: The Association shall exist in perpetuity.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

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

- A. **Proposal:** Amendments of these Articles may be proposed by any member or director by submitting the proposed amendment to the Secretary of the Association.
- B. **Procedure:** Upon any amendment to these Articles being proposed, such proposed amendment or amendments will be submitted to a vote of the members not later than ninety (90) days following the date submitted.
- C. **Vote Required:** Except as otherwise provided by law, a proposed amendment to these Articles will be adopted if it is unanimously approved by the Members.
- D. **Filing and Recording; Effective Date:** An amendment shall become effective upon filing with the Secretary of State and the recording of a copy in the Public Records of Lee County, Florida. A copy of each amendment will be attached to a certificate that the amendment was duly adopted, which certificate will be executed by officers of the Association with formalities of a deed. The certificate and copy of the amendment will be recorded in the Public Records of Lee County, Florida. The certificate must identify the book and page of the Public Records where the Declaration was originally recorded.

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 of the Association shall be appointed or elected in the manner determined by the Bylaws. Directors may be removed and vacancies of 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 by the Board of Directors and shall serve at the pleasure of the board.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Richard A. Johnson, Sr., a/k/a Rick Johnson

Richard A. Johnson, Jr.

Rosie A. Johnson

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT: The initial registered office of the Association shall be at: 4499 Corporate Square, Naples, Florida 34104. The initial registered agent at said address shall be: Mr. Richard A. Johnson, Sr.

ARTICLE XI

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's 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 forgoing 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.

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 interests 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.

WHEREOF, the Incorporator has caused these presents to be executed this on February 16, 2015.

Thomas A. Collins, II
Witness Thomas A. Collins, II

Richard Johnson
Witness Richard Johnson

R.A. Johnson, Inc., a Florida corporation

By: [Signature]
Rick Johnson, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on February 16, 2015, by Rick Johnson, a/k/a Richard A. Johnson, Sr., President of R.A. Johnson, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me, or provided a Florida Driver's license as identification.

Thomas A. Collins, II
Signature of Notary

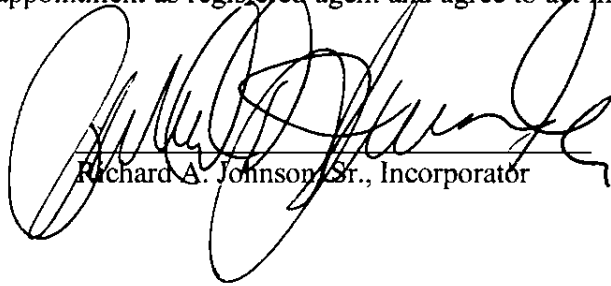
My Commission Expires: _____



THOMAS A. COLLINS, II
MY COMMISSION # EE 129805
EXPIRES: December 3, 2016
Bonded Thru Budget Notary Services
(Corporate Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Shoreline Shoppes Association, Inc., a Florida corporation not-for-profit, at the place designed in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Richard A. Johnson Sr., Incorporator

FILED
15 FEB 18 AM 7:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA