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STRAYHORN & STRAYHORN, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
Richard W. Pringle, P.A.

Reply to:
Richard W. Pringle
P. O. Box 1545
Fort Myers, FL 33902-1545

Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

April 24, 2015

VIA CERTIFIED RETURN RECEIPT MAIL
#7012 3460 0001 2179 8599

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Incorporation-Lexington Commerce Center Property Owners' Association, Inc.

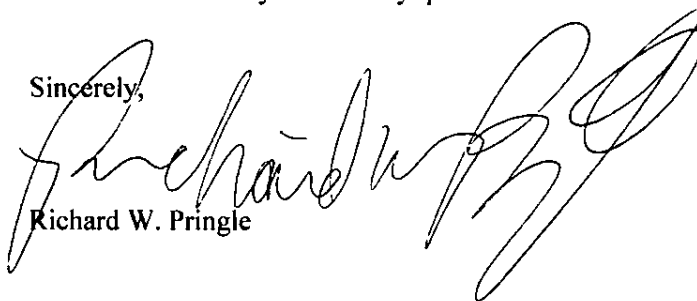
Dear Sir or Madam:

Enclosed please find the original, executed Articles of Incorporation of Lexington Commerce Center Property Owners' Association, Inc. and the registered agent's designation and acceptance, together with Check No. 2651 in the amount of \$78.75 for the required filing fees and certified copy fee. Please file the original Articles of Incorporation and provide me with a certified copy via mail to Richard W. Pringle, P.O. Box 1545, Fort Myers, Florida 33902-1545.

Please forward the annual report notifications for the above referenced corporation to my email address of Richard@strayhornandstrayhornlaw.com.

Thank you for your assistance. Please contact me if you have any questions.

Sincerely,



Richard W. Pringle

RWP/nlp
2014080

Enclosures: Articles of Incorporation of Lexington Commerce Center Property Owners' Association, Inc.
(Original + one copy)
Check No. 2651

**ARTICLES OF INCORPORATION
OF
LEXINGTON COMMERCE CENTER PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

The undersigned, desiring to form a Corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby executes and adopts the following Articles of Incorporation ("Articles").

ARTICLE 1. NAME

The name of the Corporation shall be LEXINGTON COMMERCE CENTER PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association" or "Corporation"). Its principal office address shall be at 2125 First Street, Suite 200, Fort Myers, Florida 33901, and its principal mailing address shall be P.O. Box 1545, Fort Myers, Florida 33902-1545, or at such other places as may be designated, from time to time, by the Board of Directors.

ARTICLE 2. NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit Corporation.

ARTICLE 3. DURATION

The period of duration of the Association is perpetual. Existence of the Association shall commence with the filing of these Articles with the Secretary of State. If the Association is dissolved, the property consisting of the Surface Water Management System and the right of access to the property containing the Surface Water Management System shall be conveyed to an appropriate agency of the local government, or the Surface Water Management System must be dedicated to a similar non-profit Corporation.

ARTICLE 4. PURPOSE

The purpose for which the Association is organized is to further the interests of the Property Owners (Members), including without limitation maintenance of property owned by, dedicated to, or agreed to be maintained by the Association ("Common Area"), including, without limitation, those portions of the Surface Water Management System to be operated, maintained, and managed by the Association in a manner consistent with South Florida Water Management District ("SFWMD") permit conditions and applicable governmental regulations, and the protection of the Lots (Parcels); to exercise all the powers and privileges

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and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Protective Covenants for Lexington Commerce Center (the "Declaration") recorded in the Public Records of Lee County, Florida, at Official Records Book 3118, Page 1303, and rerecorded in the Public Records of Lee County, Florida, at Instrument No. 4704694, Official Records Book 3161, Page 1996, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Property Owners and their Lots. Unless otherwise defined in these Articles, all terms used herein which are defined in the Declaration shall have the same meaning herein as in the Declaration.

ARTICLE 5. POWERS

The powers of the Association shall include and be governed by the following provisions:

5.1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Chapter 617, Florida Statutes, and Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

5.2. General Powers. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a corporation not-for-profit except as limited or modified by these Articles, the Bylaws, the Declaration, or Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to, the following:

- 5.2.1. to perform all of the functions contemplated to be done by the Corporation in the Declaration and undertaken by the Board of Directors;
- 5.2.2. to promulgate and enforce rules, regulations, these Articles, the Bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Corporation is organized;
- 5.2.3. to delegate power or powers where such is deemed in the interest of the Corporation;
- 5.2.4. to purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interests in real or personal property including without limitation, the right to grant easements, permits, or licenses over property owned by the Corporation and over the Common Area described in the Plat or the Declaration, for the purpose of installation, operation, and maintenance of roads, surface water management facilities, landscaping or utilities,

including a sewage treatment plant or changes thereto, except to the extent restricted by these Articles, the Bylaws, or the Declaration;

- 5.2.5. to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation, association, or other entity to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles and not forbidden by the laws of the State of Florida;
- 5.2.6. to fix assessments to be levied against the Lots included in the Subdivision to defray expenses and the cost of effectuating the objects and purposes of the Corporation and to create reasonable reserves for such expenditures.

5.3. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- 5.3.1. The power to fix, levy, and collect Assessments against the Lots, as provided in the Declaration.
- 5.3.2. The power to levy and collect Assessments for the costs of maintenance and operation of any portion of the Surface Water Management System which is to be operated or maintained by the Association.
- 5.3.3. The power to expend monies collected for the purpose of paying the expenses of the Association, including without limitation, costs and expenses of maintenance and operation of that portion of the Surface Water Management System for which the Association is responsible.
- 5.3.4. The power to manage, control, operate, maintain, repair, and improve the Common Area, including the Surface Water Management System as permitted by the SFWMD, including all lakes, retention area, culverts, and related appurtenances.
- 5.3.5. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation, and management of the Common Area.
- 5.3.6. The power to insure and keep insured the Common Area as provided in the Declaration.
- 5.3.7. The power to employ the personnel required for the operation and management of the Association and the Common Area.
- 5.3.8. The power to pay utility bills for utilities serving the Common Area.
- 5.3.9. The power to pay all taxes and assessments which are liens against the Common Area.
- 5.3.10. The power to establish and maintain a reserve fund for capital improvements, repairs, and replacements.

- 5.3.11. The power to control and regulate the use of the Properties.
- 5.3.12. The power to make reasonable rules and regulations and to amend the same from time to time.
- 5.3.13. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration, and the rules and regulations promulgated by the Association from time to time.
- 5.3.14. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of the checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.
- 5.3.15. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair, and upkeep of the Area of Common Responsibility.
- 5.3.16. The power to appoint committees as the Board of Directors may deem appropriate.
- 5.3.17. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin, or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws, or the rules and regulations.
- 5.3.18. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, these Articles of Incorporation, the Bylaws, or the rules and regulations.
- 5.3.19. The power to adopt, alter, and amend or repeal the Bylaws of the Association as many be desirable or necessary for the proper management of the Association.
- 5.3.20. The power to provide any and all supplemental municipal services as many be necessary or proper.
- 5.3.21. The power to possess, employ, and exercise all powers necessary to implement, enforce, and carry into effect the powers above described.
- 5.3.22. The power to own and convey real and personal property and to grant easements over the Common Areas and accept easements for the benefit of the Association and the Members.

5.4. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, Directors, or Officers of the Association. Nothing herein shall prohibit the Association from reimbursing its

Directors, Officers, and committee members for all expenses reasonably incurred in performing service rendered to the Association.

5.5. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the Bylaws of the Association.

ARTICLE 7. VOTING RIGHTS

The right to vote on Association matters shall be exercised by the Voting Members as provided in the Declaration and Bylaws.

ARTICLE 8. LIABILITY FOR DEBTS

Neither the Members nor the Officers or Directors of the Association shall be liable for the debts of the Association.

ARTICLE 9. BOARD OF DIRECTORS

9.1. The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Association until their replacements are elected at the first annual meeting of the Association are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Eli Mendes	President	9451 Workmen Way Fort Myers, FL 33905
Timothy Morey	Vice-President	9350 Workmen Way Fort Myers, FL 33905
Ted Ross	Secretary/Treasurer	9351 Workmen Way Fort Myers, Florida 33905

9.2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the Bylaws of the Association.

9.3. The method of election and terms of office, removal, and filing of vacancies of Directors shall be as set forth in the Bylaws of the Association.

ARTICLE 10. BYLAWS

The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE 11. CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation, or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation, and the Bylaws.

ARTICLE 12. SOLE INCORPORATOR

The name and address of the sole incorporator is as follows

Richard W. Pringle
2125 First Street, Suite 200
P.O. Box 1545
Fort Myers, Florida 33902-1545

ARTICLE 13. INDEMNIFICATION

13.1. **Indemnity.** The Association shall indemnify any Officer, Director, or committee member who was, or is, a party or is threatened to be made a party to any threatened pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is, or was, a Director, Officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by

him/her in connection with such action, suit, or proceeding, unless: (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and committee members as permitted by Florida law.

13.2. **Defense.** To the extent that a Director, Officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 13.1 above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection herewith.

13.3. **Advances.** Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by this Article 13.

13.4. **Miscellaneous.** The indemnification provided by this Article 13 shall be not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

13.5 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is, or was, a Director, Officer, committee member, employee, or agent to the Association, or a Director, Officer, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE 14. OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary, and a Treasurer, and if elected by the Board of Directors any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, or until their successors are elected and qualify, a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

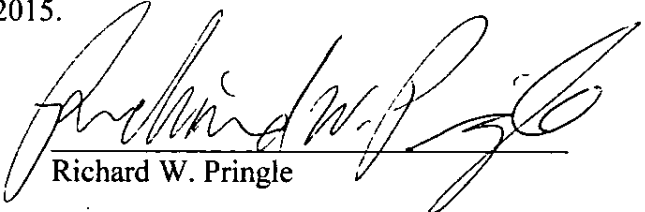
ARTICLE 15. AMENDMENT

Amendments to these Articles of Incorporation shall require the affirmative vote of Voting Members casting sixty-seven percent (67%) of the voting interests in the Association present in person or by proxy at a meeting of the Members in which a quorum has been attained.

ARTICLE 16. REGISTERED AGENT

The name of the initial registered agent shall be Richard W. Pringle, and the street address of the registered agent of the Association shall be 2125 First Street, Suite 200, Fort Myers, Florida 33901.

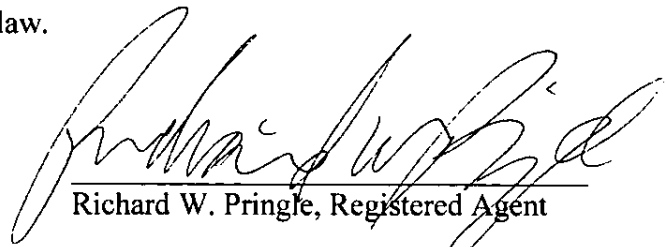
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of April, 2015.


Richard W. Pringle

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Richard W. Pringle, an individual residing in the State of Florida, having an address of 2125 First Street, Suite 200, Fort Myers, Florida 33901, and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Florida law.

A handwritten signature in black ink, appearing to read "Richard W. Pringle", is written over a horizontal line.

Richard W. Pringle, Registered Agent

April 24, 2015
Date