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**FLORIDA PROFIT/NON PROFIT CORPORATION
COCONUT PALM LANE COMMUNITY ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
COCONUT PALM LANE COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

**ARTICLES OF INCORPORATION
OF
COCONUT PALM LANE COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

**ARTICLE I
Name and Principal Office**

1. **Name of Corporation.** The name of the corporation is Coconut Palm Lane Community Association, Inc. ("Association").
2. **Principal Office.** The principal office of the Association is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432 and the mailing address is P.O. Box 112, Orlando, FL 32802.

**ARTICLE II
Purposes**

1. **Not for Profit.** Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
2. **Purpose of Association.** Association is formed to: (a) provide for ownership, operation, maintenance, repair, modification, extension, reconstruction and preservation of a multi slip dock (LGI Dock 65 located on Little Gasparilla Island, FL, herein referred to as "LGI Dock 65") and the 10-foot access easement identified on the plat of Hill's Addition, as recorded in Plat Book 13, Page 1, of the Public Records of Charlotte County, Florida, lying along the front (south) lines of Lots 2 through 11 and Lot 13 of said Plat and improvements thereon ("herein referred to as the "Access Easement" or "Coconut Palm Lane"); and (b) administer the interests in, and to, LGI Dock 65 and Coconut Palm Lane of the Association and the owners, and their successors in interest of the lots of Hill's Addition and certain of the lots of Gasparilla Cove, as recorded in Plat Book 15, Page 1, of the Public Records of Charlotte County, Florida (the "Lots"), all of whom have been traditionally served by Coconut Palm Lane and LGI Dock 65 (the "Owners"). The Lots served by LGI Dock 65 are: Lots 1, 2, and 13 through 21 of Gasparilla Cove, according to the plat thereof, as recorded in Plat Book 15, Page 1, and Lots 1 through 13 of Hill's Addition, according to the plat thereof, as recorded in Plat Book 33, Page 8, all of the Public Records of Charlotte County, Florida.

**ARTICLE III
Powers**

The Association shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State

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of Florida, necessary or convenient to effect any and all of the purposes for which the corporation is organized, including, but not limited to, the following:

1. To perform all the duties and obligations of Association as herein provided, and as may be set forth in the By-Laws, to be adopted pursuant to these Articles.
2. To enforce, by legal action or otherwise, the provisions of these Articles and the By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association.
3. To fix, levy, collect and enforce payment, by any lawful means, of all fees, costs, assessments, and other charges pursuant to the terms of these Articles and the By-Laws.
4. To pay all operating costs, including, but not limited to, all licenses, lease fees, taxes or governmental charges levied or imposed against LGI Dock 65 and the property of Association.
5. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, LGI Dock 65, and the Access Easement and to effectuate all of the purposes for which Association is organized.
6. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.
7. To contract for services to be provided to, or for the benefit of, Association, the Owners, LGI Dock 65, and the Access Easement.
8. To establish committees and delegate certain of its functions to those committees.

ARTICLE IV **Term of Existence**

The term for which the corporation is to exist shall be perpetual.

ARTICLE V **Members**

Each of the current Owners, more particularly identified on Attachment "A" to these Articles of Incorporation, and their successors shall be entitled to join the Membership of the Association. The manner of joining, maintaining and termination of Membership in the Association and the voting rights of Members shall be as set forth in the By-Laws.

ARTICLE VI
Officers and Directors

The affairs of Association shall be managed by a Board of Directors composed of an odd number with not less than three (3) or more than nine (9) members. The initial number of directors shall be three (3). The election of directors shall be held at the annual meeting of members. Directors shall be elected for a term expiring on the date of the next annual meeting. The method of election and/or appointment of directors and officers of this Association will be as stated in the Association's By-laws.

ARTICLE VII
Initial Directors

The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Denis L. Durkin	200 South Orange Avenue, Suite 2300 Orlando, Florida 32801-3432 P.O. Box 112, Orlando, Florida 32802
Fred Baruth	P.O. Box 3610 Placida, Florida 33946
Ralph H. Daugherty	5930 N.W. 19 th Place Gainesville, Florida 32605

ARTICLE VIII
Registered Office and Registered Agent

The name of the corporation's initial registered agent is A.G.C. CO, Inc., an Ohio corporation, and the street address of the corporation's initial registered office is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432 and the mailing address is P.O. Box 112, Orlando, FL 32802.

The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.002, Florida Statutes.

ARTICLE IX**Dissolution**

In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the circuit court having jurisdiction of the judicial circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage LGI Dock 65 and Access Easement, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE X**Amendments**

If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

The Bylaws shall not be promulgated or later amended in a manner those conflicts with these Articles.

ARTICLE XI**Indemnification of Officers and Directors**

The Association shall and does hereby indemnify and hold harmless, to the fullest extent permitted by law every director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such director or officer may be made a party by reason of being or having been a director or officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the director or officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such director or officers may be entitled.

ARTICLE XII**Transactions in Which Directors or Officers are Interested**

No contract or transaction between Association and one (1) or more of its directors or officers, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the officer or director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said officers' or directors' votes are counted for such purpose. No director or officer of Association shall incur liability by reason of the fact that such director or officer may be interested in any such contract or transaction. Interested directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

ARTICLE XIII

Incorporator

The name and address of the incorporator of this Corporation is:


NAME

Denis L. Durkin

ADDRESS

200 South Orange Avenue, Suite 2300
Orlando, Florida 32801-3432

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation as of this 9th day of December, 2015.



DENIS L. DURKIN, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 10 day of December, 2015.

A.G.C. CO, Inc., an Ohio corporation

By: [Signature]
Vice President

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