

Jul 12, 2016 3:12PM

Falk Law Firm PA

Division of Corporations

No. 0151 P. 1/8

N 1600006839

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000167677 3)))



H160001676773ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : FALK LAW FIRM, P.A.  
Account Number : I20160000019  
Phone : (239)596-8400  
Fax Number : (239)596-8401

16 JUL 12 AM 9:23

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED

16 JUL 12 PM 3:45

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**South Shore Estates Boat Docks Association, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

JUL 13 2017

S. GILBERT

Electronic Filing Menu

Corporate Filing Menu

Help

Jul. 12. 2016 3:12PM

Falk Law Firm PA

H16000 No. 0151 P. 2/8

**ARTICLES OF INCORPORATION  
FOR  
SOUTH SHORE ESTATES BOAT DOCKS ASSOCIATION, INC.**

H16000167677 3

**TABLE OF CONTENTS**  
**FOR**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH SHORE ESTATES BOAT DOCKS ASSOCIATION, INC.**

	<b><u>PAGE NO.</u></b>
ARTICLE I .....	1
<u>NAME</u> .....	1
 ARTICLE II .....	 1
<u>DEFINITIONS</u> .....	1
 ARTICLE III .....	 1
<u>PURPOSE AND POWERS</u> .....	1
 ARTICLE IV .....	 1
<u>MEMBERSHIP</u> .....	1
 ARTICLE V .....	 2
<u>TERM</u> .....	2
 ARTICLE VI .....	 2
<u>BYLAWS</u> .....	2
 ARTICLE VII .....	 2
<u>DIRECTORS AND OFFICERS</u> .....	2
 ARTICLE VIII .....	 3
<u>AMENDMENTS</u> .....	3
 ARTICLE IX .....	 3
<u>INDEMNIFICATION</u> .....	3
 ARTICLE X .....	 4
<u>INCORPORATOR</u> .....	4
 ARTICLE XI .....	 4
<u>REGISTERED OFFICE AND REGISTERED AGENT</u> .....	4

16 JUL 12 AM 9:23

ARTICLES OF INCORPORATIONSOUTH SHORE ESTATES BOAT DOCKS ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not-for-Profit Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is South Shore Estates Boat Docks Association, Inc., and its address is c/o Centex Homes, 24311 Walden Center Drive, Suite 300, Bonita Springs, FL 34134.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants, Conditions and Restrictions for South Shore Estates Boat Docks ("Declaration") and the Declaration of Covenants, Conditions and Restrictions for The Quarry ("Community Declaration") shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporation Act for the operation, maintenance, repair, replacement and insurance of the South Shore Estates Boat Docks located in The Quarry, Collier County, Florida. 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 South Shore Estates Boat Docks Member, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by the South Shore Estates Boat Docks Governing Documents; and it shall have all of the powers and duties reasonably necessary to operate the South Shore Estates Boat Docks pursuant to the South Shore Estates Boat Docks Governing Documents as they may hereafter be amended. All funds and the title to all property acquired by the Association shall be held for the benefit of the South Shore Estates Boat Docks Members in accordance with the provisions of the South Shore Estates Boat Docks Governing Documents.

ARTICLE IVMEMBERSHIP:

(A) The Class "A" South Shore Estates Boat Docks Members shall be the record assignees of an interest in a Boat Dock in the South Shore Estates Boat Docks. The Class "B" South Shore Estates Boat Docks Member is the Developer. Subsequent to the initial assignment of a Boat Dock from the Association, the conveyance, devise or encumbrance of a Lot to which a Boat Dock is appurtenant shall be deemed to include the conveyance (i.e., assignment), devise or encumbrance of the appurtenant Boat Dock.

(B) The share of a South Shore Estates Boat Docks Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Boat Dock.

(C) The Developer shall initially have a number of votes equal to the total number of Boat Docks, but said votes shall be reduced by one upon assignment of each Boat Dock. The assignees of each Boat Dock, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Association's Bylaws.

#### ARTICLE V

TERM: The term of the Association shall be perpetual.

#### ARTICLE VI

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

#### ARTICLE VII

##### DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Association's 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 initially be appointed by and shall serve at the pleasure of the Developer, and on and following the Turnover Date, the Board of Directors shall be elected by the Class "A" South Shore Estates Boat Docks Members in the manner determined by the Association's Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Association's Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Association's Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the South Shore Estates Boat Docks Members, and they shall serve at the pleasure of the Board of Directors. The initial Directors are as follows:

Scott Brooks  
c/o Centex Homes  
24311 Walden Center Drive, Suite 300  
Bonita Springs, FL 34134

Justin Wood  
c/o Centex Homes  
24311 Walden Center Drive, Suite 300  
Bonita Springs, FL 34134

David Heinkel  
c/o Centex Homes  
24311 Walden Center Drive, Suite 300  
Bonita Springs, FL 34134

The initial Officers are as follows: Scott Brooks, President; Justin Wood, Vice President; and David Heinkel, Secretary/Treasurer.

#### ARTICLE VIII

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

(A) Proposal. Subsequent to the Turnover Date, amendments to these Articles may be proposed by the Board of Directors or by a written petition to the Board of Directors, signed by at least one-half (1/2) of the Voting Interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board of Directors or South Shore Estates Boat Docks Members, such proposed amendment shall be submitted to a vote of the South Shore Estates Boat Docks Members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Prior to the Turnover Date, amendments shall be adopted by the Board of Directors. Subsequent to the Turnover Date, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the Voting Interests, provided that notice of the proposed amendment has been given to the Members. In no event may an amendment materially alter the rights of the South Shore Estates Boat Docks Members, including appurtenant use rights to a Boat Dock.

(D) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

#### ARTICLE IX

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 attorneys' 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 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 right 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 interest 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.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Scott Brooks  
c/o Centex Homes  
24311 Walden Center Drive, Suite 300  
Bonita Springs, FL 34134

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Scott Brooks  
c/o Centex Homes  
24311 Walden Center Drive, Suite 300.  
Bonita Springs, FL 34134

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation not for profit to do business in the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 22<sup>nd</sup> day of June, 2016.

  
\_\_\_\_\_  
Scott Brooks, Incorporator

**CERTIFICATE OF DESIGNATION****REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SOUTH SHORE ESTATES BOAT DOCKS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Scott Brooks  
c/o Centex Homes  
24311 Walden Center Drive, Suite 300  
Bonita Springs, FL 34134

  
\_\_\_\_\_  
Scott Brooks, President

DATE: 6.22.16

HAVING BEEN NAMED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Scott Brooks

DATE: 6.22.16