

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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.

((H16000257254 3)))



H160002572543ABC%

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 : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239) 344-1100
Fax Number : (239) 344-1529

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

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

Lake At Metro Property Owners' Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75



October 19, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HENDERSON, FRANKLIN, STARNES & HOLT, P.A.

SUBJECT: LAKE AT METRO PROPERTY OWNERS' ASSOCIATION, INC.
REF: W16000071220

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box is not acceptable.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H16000257254
Letter Number: 816A00022477

FAX AUDIT NO.: H16000257254 3

16 OCT 19 AM 9:01

**ARTICLES OF INCORPORATION
OF**

LAKE AT METRO PROPERTY OWNERS' ASSOCIATION, INC.

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 the LAKE AT METRO PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"). Its principal office and mailing address shall be at 10491 Ben C. Pratt Six Mile Cypress Pkwy, Suite 270, Fort Myers, Florida 33966, 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, the Common Area tracts and easements and corresponding infrastructure dedicated to the Association shall be conveyed to an appropriate agency of local government. If it is not accepted, then the Surface Water Management System, the Common Area tracts and easements and corresponding infrastructure 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 Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Association (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 the South Florida Water Management District permit conditions and applicable governmental regulations), and the protection of the Parcels; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Lake at Metro (the "Declaration") to be recorded in the public records of Lee County, Florida, 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 Owners and their Parcels. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

FAX AUDIT NO.: H16000257254 3

FAX AUDIT NO.: H16000257254 3

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 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. **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:

5.2.1. The power to fix, levy and collect Assessments against the Lots, as provided for in the Declaration.

5.2.2. 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.

5.2.3. 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.

5.2.4. The power to manage, control, operate, maintain, repair and improve the Area of Common Responsibility, including the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.

5.2.5. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Area of Common Responsibility.

5.2.6. The power to insure and keep insured the Area of Common Responsibility as provided in the Declaration.

5.2.7. The power to employ the personnel required for the operation and management of the Association and the Area of Common Responsibility.

5.2.8. The power to pay utility bills for utilities serving the Common Area.

5.2.9. The power to pay all taxes and assessments which are liens against the Common Area.

5.2.10. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

5.2.11. The power to control and regulate the use of the Properties.

FAX AUDIT NO.: H16000257254 3

FAX AUDIT NO.: H16000257254 3

5.2.12. The power to make reasonable rules and regulations and to amend the same from time to time.

5.2.13. 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.

5.2.14. 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 checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

5.2.15. 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.

5.2.16. The power to appoint committees as the Board of Directors may deem appropriate.

5.2.17. 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

5.2.18. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, and the power to be sued and defend the Association in lawsuits.

5.2.19. The power to adopt, alter and amend or repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association and as provided therein.

5.2.20. The power to provide any and all supplemental municipal services as may be necessary or proper.

5.2.21. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

5.2.22. 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.

5.3. 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.

FAX AUDIT NO.: H16000257254 3

5.4. **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 are:

<u>NAME</u>	<u>ADDRESS</u>
Marcela Sztenberg	10491 Ben C Pratt Six Mile Cypress Pkwy, Suite 270 Fort Myers, FL 33966
Gaston Hitters	10491 Ben C Pratt Six Mile Cypress Pkwy, Suite 270 Fort Myers, FL 33966
Terri Dawson	10491 Ben C Pratt Six Mile Cypress Pkwy, Suite 270 Fort Myers, FL 33966

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 filling of vacancies shall be as set forth in the Bylaws of the Association.

FAX AUDIT NO.: H16000257254 3

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 are as follows:

Red Canyon, LLC
9100 S Dadeland Blvd.
Suite 912
Miami, FL 33156

ARTICLE 13. INDEMNIFICATION

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Voting Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

FAX AUDIT NO.: H16000257254 3

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, 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. The names and addresses of the persons who will serve as the initial Officers of the Association are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Marcela Sztenberg	President	10491 Ben C Pratt Six Mile Cypress Pkwy, Suite 270 Fort Myers, FL 33966
Gaston Hitters	Vice-President	10491 Ben C Pratt Six Mile Cypress Pkwy, Suite 270 Fort Myers, FL 33966
Terri Dawson	Secretary/Treasurer	10491 Ben C Pratt Six Mile Cypress Pkwy, Suite 270 Fort Myers, FL 33966

ARTICLE 15. AMENDMENT

Until the Turnover Date (as defined in the Declaration), the Board of Directors may amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover Date, amendments to these Articles of Incorporation shall require the affirmative vote of Voting Members casting at least eighty percent (80%) of the total votes in the Association in favor of such amendment.

ARTICLE 16. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be HF Registered Agents, LLC, a Florida limited liability company, and the street address of the registered office of the Association shall be 1715 Monroe Street, Fort Myers, FL 33901.

(SIGNATURE APPEARS ON THE FOLLOWING PAGE)

FAX AUDIT NO.: H16000257254 3

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 12th day of October, 2016

Red Canyon, LLC, a Florida limited liability company, Incorporator

By: The Third Tradition Corp., a Florida corporation
Its Managing Member

By: Carlos Frizone
Its Authorized Person

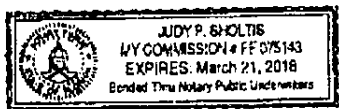
STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of October, 2016, by CARLOS FRIZONE, as Authorized Person for The Third Tradition Corp., Managing Member of the Incorporator of the corporation named herein, ☒ who is personally known to me or () who has produced N/A as identification.

Judy P. Sholtis
Notary Public

Judy P. Sholtis
Printed Name of Notary

Comm. Number FF075143



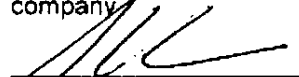
FAX AUDIT NO.: H16000257254 3

FAX AUDIT NO.: H16000257254 3

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM
FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE
TO ACT IN THIS CAPACITY.

HF Registered Agents, LLC, a Florida limited liability
company


By: Erin G. Henderson
Its: Vice President

Date: 10/12/16

FAX AUDIT NO.: H16000257254 3