

Division of Corporations

Page 1 of 2

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Charlotte Commons Owners Association, Inc.

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Electronic Filing Menu

Corporate Filing Menu

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FAX AUDIT NO.: H16000277783 3

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ARTICLES OF INCORPORATIONOFCHARLOTTE COMMONS OWNERS ASSOCIATION, INC.

The undersigned, as Declarant and Incorporator, executes and adopts these Articles of Incorporation for the purposes set forth below.

ARTICLE INAME

The name of the corporation, herein called the "Association," is Charlotte Commons Owners Association, Inc., and its principal address is:

c/o Private Equity Group, 12800 University Dr., St. 275, Fort Myers, FL 33907.

ARTICLE IIPURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the operation and maintenance of certain Common Property and facilities serving the property that has been or will be submitted to that certain Declaration of Covenants, Restrictions and Easements for Charlotte Commons, to be recorded in the Public Records of Charlotte County, Florida (the "Declaration"). Except as may be otherwise provided herein, the terms used herein shall have the meaning as provided in the Declaration.

The Association is organized and shall exist upon 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 of 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 Bylaws of the Association, and Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to the following powers:

- (A) 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.
- (B) To acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose

FAX AUDIT NO.: H16000277783 3

FAX AUDIT NO.: H16000277783 3

of real and personal property in connection with the affairs of the Association.

- (C) To protect, maintain, repair, replace and operate the Surface Water Management System as approved by Charlotte County and/or the Southwest Florida Water Management District, which may include, without limitation, lakes, retention areas, landscaping, conservation easements and areas, culverts and related appurtenances.
- (D) To protect, maintain, repair, replace and operate all Common Areas and Association owned real and personal property.
- (E) To purchase insurance upon the Association property for the protection of the Association and its members.
- (F) To reconstruct the Common Areas and Association property after casualty and to make further improvements of the Surface Water Management System.
- (G) To make, amend and enforce reasonable rules and regulations related to the operation, use, maintenance, management and control of the Common Areas, the Surface Water Management System, and the Association.
- (H) To enforce the provisions of the Declaration, these Articles, and the Bylaws, and any rules and regulations of the Association.
- (I) To contract for the management, operation, and maintenance of the Common Areas and any corresponding infrastructure dedicated to the Association, including, but not limited to, the Surface Water Management System, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (J) To employ accountants, attorneys, engineers, and other professional consultants to perform the services required for proper operation of the Association.
- (K) To borrow or raise money for any of the purposes of the Association; 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 in trust, of the whole or any part of the rights or

FAX AUDIT NO.: H16000277783 3

FAX AUDIT NO.: H16000277783 3

property of the Association, whether at the time owned or thereafter acquired.

- (L) To sue and be sued.
- (M) To accept easements over certain real property so long as such easements are for the benefit of the members of the Association as determined by the Board of Directors to be in accordance with the Declaration and/or a requirement of the County or the Southwest Florida Water Management District.

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

MEMBERSHIP

- (A) The Members of the Association shall consist of all record owners of a fee simple interest in one or more Lots or parcels of land within the real property submitted to the Declaration.
- (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 the Lot owned by that Member.
- (C) The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration.

ARTICLE IV

TERM

The term of the Association shall be perpetual.

FAX AUDIT NO.: H16000277783 3

FAX AUDIT NO.: H16000277783 3

ARTICLE V

BYLAWS

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

ARTICLE VI

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 elected or appointed by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on 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 initial officers shall be as stated in these Articles and shall be appointed by Declarant until the Turnover Date (as defined in the Declaration). Following the Turnover Date, the officers shall be elected by the Board of Directors at its first organizational meeting following the Turnover Date, and shall serve until the next Annual Meeting of the Board of Directors or until their successors are duly qualified and elected.

ARTICLE VII

AMENDMENTS

Prior to the Turnover Date, Declarant may amend these Articles unilaterally without the joinder and consent of any other Owners for any purpose Declarant, in its sole discretion, deems necessary or desirable to further its development objectives. Following Turnover, amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition in writing, signed by the Members representing at least 20% of the voting interests of the entire membership.

FAX AUDIT NO.: H16000277783 3

FAX AUDIT NO.: H16000277783 3

- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Members, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next membership meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided by law, or by specific provision of the Declaration, these Articles may be amended at a meeting duly called for such purpose pursuant by an affirmative vote of a majority of the total voting interests of the Association, or by approval in writing of a majority of the total voting interests of the Association without a meeting. Notwithstanding the foregoing, no amendment may be adopted which would eliminate, modify, prejudice, abridge or otherwise adversely affect any rights, benefits, privileges or priorities granted or reserved to the Declarant without the written consent of such Declarant to any such amendment. Additionally, no amendment to these Articles relating to the operation and maintenance of a Surface Water Management System located within the Property is effective without the prior written consent of the SWFWMD. No amendment shall be made that is in conflict with the Declaration.
- (D) Effective Date of Future Amendments. An amendment shall become effective upon filing with the Secretary of State.

ARTICLE VIII

DIRECTORS

The officers and directors of the Association to replace the Officers and Directors named in the Initial Articles of Incorporation shall be:

Mark Price
12800 University Dr.
Suite 275
Fort Myers, FL 33907

- President/ Director

Greg Morris
12800 University Dr.
Suite 275
Fort Myers, FL 33907

- Vice President/ Director

Michelle Preiss
12800 University Dr.
Suite 275
Fort Myers, FL 33907

- Secretary/Treasurer/Director

FAX AUDIT NO.: H16000277783 3

FAX AUDIT NO.: H16000277783 3

ARTICLE IX**REGISTERED AGENT**

The registered office of the Association is 1715 Monroe Street, Fort Myers, Florida 33907.

The registered agent at said address is HF Registered Agents, LLC.

ARTICLE X**DISSOLUTION**

In the event of dissolution of the Association, the Association shall have the power to dedicate the operation and maintenance of the Common Areas and corresponding infrastructure, including but not limited to the Surface Water Management System, to an appropriate agency of local government for purposes of operating and maintaining said common property in accordance with the Declaration and the County or Southwest Florida Water Management District requirements, or if not accepted by such local agency, then the Common Areas and corresponding infrastructure shall be dedicated to a successor or similar non-profit corporation.

WHEREFORE the Declarant has caused these Articles to be approved as of the date of its signature below.

Charlotte Commons Venture, LLC
a Florida limited liability company

By: 

Printed Name: Donald Schrotenboer
Its: CEO/President

Date: 11.2.2016

FAX AUDIT NO.: H16000277783 3

FAX AUDIT NO.: H16000277783 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that Charlotte Commons Property Owners Association, Inc., has named HF
Registered Agents, LLC, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at
the place designated in this Certificate, I hereby accept the same and agree to act in
this capacity, and agree to comply with the provisions of Florida law relative to keeping
the registered office open, and I accept the obligations pursuant to the applicable
Florida Statutes.


Guy E. Whitesman, Vice President

Date: 11/9/2016

FAX AUDIT NO.: H16000277783 3