

N17000001046

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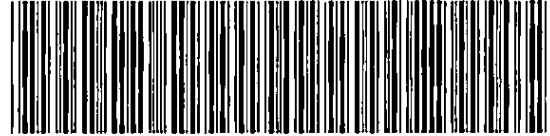
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T. LEMIEUX

Restated
Art

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

HIWASSE COMMERCIAL CENTER

LAND CONDOMINIUM ASSOCIATION,
INC.

Signature _____

Requested by: BA

2/14/18

Name _____

Date _____

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Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2018

CAPITAL CONNECTION, INC.

SUBJECT: HIWASSE COMMERCIAL CENTER LAND CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N17000001046

We have received your document for HIWASSE COMMERCIAL CENTER LAND CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please decided if you are wanting to file Articles of Amendment or Restated Articles. You can not file both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 418A00003014

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TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

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OF

2011 FEB 14 A D 39

HIWASSE COMMERCIAL CENTER LAND CONDOMINIUM ASSOCIATION, INC.

A Corporation Not For Profit

In order to form a corporation under the laws of Florida for the formation of corporations not for profit, the undersigned hereby creates a corporation for the purposes and with the powers herein specified, and to that end does, by these Articles of Incorporation, set forth the following:

I. **Name.** The name of the corporation shall be: HIWASSE COMMERCIAL CENTER LAND CONDOMINIUM ASSOCIATION, INC. (the "Association"), with a principal office at 719 Hickory Road, Naples, Florida 34108.

II. **Purposes.** The purposes of the Association shall be to administer the operation, maintenance and management of HIWASSE COMMERCIAL CENTER, A LAND CONDOMINIUM (the "Condominium"), to be established as a commercial land condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Collier County, Florida (the "Land"), and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association (the "By-Laws") and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Collier County, Florida; and to maintain, operate, encumber, lease, manage and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium and in accordance with the Declaration, these Articles of Incorporation and the By-Laws. The Association shall be conducted as a not-for-profit organization for the benefit of its members.

III. **Definitions.** The terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Collier County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

IV. **Powers.** The Association shall have the following powers:

4.1 All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered, except as limited or restricted by the terms of the Declaration, these Articles of Incorporation and the By-Laws.

4.2 All of the powers conferred on a condominium association by the Florida Condominium Act, except as limited by the Declaration, these Articles of Incorporation and the By-Laws (to the extent that they are not in conflict with the Florida Condominium Act), and which are reasonably necessary to implement and effectuate the purpose of the Association, including, without limitation, the power and authority to:

(a) Make and establish reasonable Rules and Regulations governing the use of the Land Units, Common Elements and Limited Common Elements in and of the

Condominium, so long as such Rules and Regulations do not conflict with the Declaration, these Articles of Incorporation or the By-Laws.

(b) Levy and collect assessments against members of the Association to pay the Common Expenses of the Condominium as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the management and operation of any facilities which are created for the use of the members of the Association, and the payment of other obligations of the Members to be collected by the Association.

(c) Maintain, repair, replace, operate and manage the Common Elements and other Condominium Property to be maintained by the Association, including the right to reconstruct Common Improvements and Common Buildings after casualty (in accordance with the provisions of the Declaration) and further to improve and add to the Common Elements pursuant to the Declaration.

(d) Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

(e) Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all Rules and Regulations governing the use of the Condominium and the Condominium Property which may from time to time be established.

(f) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

(g) To sue and be sued and to defend any suits brought against it.

(h) Provide and/or arrange for all services which the law permits to be provided by a condominium association, including but not limited to those services set forth in Florida Statutes, Section 718.111, to the extent appropriate for a commercial land condominium.

4.3 **Distribution of Income; Dissolution.** The Association shall not pay a dividend to its Members and shall make no distribution of income to its members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

4.4 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

V. **Members.** The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

5.1 All Land Unit Owners in the Condominium shall be members of the Association (a "Member"), and no other persons or entities shall be entitled to membership, except as provided in Article 5.5 hereof.

5.2 Membership shall be established by the acquisition of fee title to a Land Unit in the Condominium (which includes fee title to a Secondary Unit in a Secondary

Condominium which is formed on or within a Land Unit or Land Units), or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his or her entire fee ownership in such Land Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Land Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Land Unit.

5.3 The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Land Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws.

5.4 On all matters on which the membership shall be entitled to vote, there shall be the number of votes appurtenant to each Land Unit in the Condominium as set forth in the Declaration, which may be exercised or cast by the owner(s) of each Land Unit as provided in the Declaration and By-Laws. Should any member own more than one Land Unit, such member shall be entitled to exercise or cast the votes appurtenant to each such Land Unit in the manner provided by the Declaration and By-Laws.

5.5 Until such time as the Land is submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Collier County, Florida, the membership of the Association shall be comprised of the subscriber to these Articles.

VI. **Duration.** The Association shall have perpetual existence.

VII. **Office.** The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The initial principal place of business shall be 719 Hickory Road, Naples, Florida 34108.

VIII. **Management.** The affairs of the Association shall be managed by the Board of Directors of the Association (the "Board"), directing and acting through the officers of the Association, including the President of the Association assisted by the Vice President, Secretary and Treasurer, but always subject to the direction of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel for the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member of the Association or a Director or officer of the Association, as the case may be. A Land Unit Owner does not have authority to act for the Association by reason of being a Land Unit Owner.

IX. **Directors.**

9.1 **Number, Qualification and Term.** The initial Board of Directors shall consist of three (3) persons. Succeeding Boards shall consist of no fewer than three (3) persons or more than seven (7) persons as provided for in the By-Laws. Board members other than those serving on the Initial Board shall be elected by the members of the Association at the annual meeting of the membership and shall serve until their qualified replacements are elected at the

next annual meeting as provided in the By-Laws. All members of the Board of Directors shall be Land Unit Owners or spouses, officers, directors, members, shareholders, employees, agents or designated representatives of Land Unit Owners, except during the period of Developer control specified herein and except with respect to the Owner of LU-1's right to appoint one-third (1/3rd) of the Board as provided for in the By-Laws.

Subject to the right to appoint certain Directors granted to the Owner of LU-1, as provided for in the By-Laws, Livingston Professional Center, L.L.C, a Florida limited liability company (the "Developer") shall have the right to designate the members of the Board of Directors for so long as the law will permit it to do so. Land Unit Owners other than the Developer shall have the right to elect such Directors at such time and in such manner as the law requires. The Developer shall have the right to elect, in the manner provided in the By-Laws, one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Land Units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder and to transfer control of the Association to the Land Unit Owners prior to the times required by law. After Land Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within the time required by law and in the manner provided in the By-Laws, relinquish control of the Association and shall deliver to the Association possession and control of all Condominium Property and all property of the Association held or controlled by the Developer.

9.2 **Standards.** A Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence.

9.3 **Initial Board of Directors.** The names and addresses of the members of the initial Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year the Association is formed, and thereafter until their successors are selected and have qualified, are as follows:

Thomas M. Taylor
719 Hickory Road
Naples, Florida 34108

Donna M. Taylor
719 Hickory Road
Naples, Florida 34108

Richard B. Hielscher
800 Frontage Road
Northfield, Illinois 60093

X. **Officers.** The Board of Directors shall elect a President, Vice President, Secretary and Treasurer. All officers must be Members of the Association, except those appointed by Developer or the Owner of LU-1. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person. The initial officers of the Association, who shall hold office until their successors are elected and have qualified pursuant to these Articles of Incorporation and the By-Laws, are as follows:

President:	Thomas M. Taylor 719 Hickory Road Naples, Florida 34108
Vice President	Donna M. Taylor 719 Hickory Road Naples, Florida 34108
Secretary:	Richard B. Hielscher 800 Frontage Road Northfield, Illinois 60093
Treasurer:	Thomas M. Taylor 719 Hickory Road Naples, Florida 34108

XI. **Subscribers.** The name of the Subscriber to these Articles of Incorporation and his address, are as follows:

Thomas M. Taylor
719 Hickory Road
Naples, Florida 34108

XII. **By-Laws.** The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors are present, and, thereafter, the By-Laws may be amended, altered or rescinded only as provided in the By-Laws.

XIII. **Indemnification.** Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the

Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

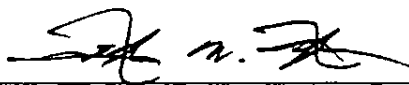
XIV. **Amendment.** An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the Members of the Association holding no less than one-third (1/3) of the Voting Interests in the Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association or the Vice President in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him or her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the Members is required in the By-Laws of the Association; provided, that proposed amendments to the Articles may be considered and voted upon at annual meetings of the Members as well. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his or her post office address as it appears on the records of the Association, with first class postage thereon prepaid. Such notice shall further be posted on the Condominium Property for at least 14 continuous days preceding the meeting. Any member may waive such notice by written waiver of notice signed by such member and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of Members holding at least two-thirds (2/3rds) of the Voting Interests in the Association in order for such amendment or amendments to become effective. A copy of such amendment or amendments to these Articles of Incorporation shall be evidenced by a certificate of the Association attaching or incorporating the text of the amendment, executed either by the President and the Secretary of the Association or a majority of the members of the Board of Directors, which shall include recording data identifying the Declaration and shall be executed with the same formalities required for the execution of a deed. An amendment of the Articles of Incorporation is effective when a copy of the amendment has been filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State is recorded in the Public Records of Collier County, Florida with an identification on the first page thereof of the book and page of said Public Records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles. No provision of these Articles of Incorporation shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of these Articles of Incorporation shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles of Incorporation. See provision ... for present text."

Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly adopted amendment. Notwithstanding the foregoing provisions of this Article XIV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer or the Owner of LU-1 to designate and select members of the Board of Directors of the Association, as provided In Article IX hereof, or otherwise alter or abrogate any rights of the Developer, may be adopted or become effective without the prior written consent of Developer and/or the Owner of LU-1, as applicable.

XV. **Registered Agent and Registered Office.** The initial registered agent for the Association shall be Mark H. Muller, P.A., and the registered office shall be located at 5150 Tamiami Trail North, Suite 303, Naples, Florida 34103, as designated in the attached Certificate. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

IN WITNESS WHEREOF, the Subscriber hereto has hereunto set his hand and seal this 14th day of NOVEMBER, 2017.


STATE OF FLORIDA
COUNTY OF COLLIER



Thomas M. Taylor

The foregoing Restated Articles of Incorporation were acknowledged before me this 14th day of NOVEMBER, 2017 by Thomas M. Taylor, who (✓) is personally known to me or who () has produced _____ as identification.





Notary Public – State of Florida

MARK H. MULLER

Printed Name of Notary Public