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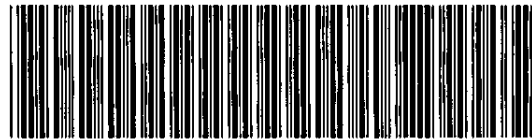
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/05/17

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Colony Plaza Property Owners' Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael D. Gentzle, Esq.
Name (Printed or typed)

Coleman, Yovanovich & Koester, P.A.
Address

4001 Tamiami Trail North, Suite 300
City, State & Zip

239-435-3535
Daytime Telephone number

thebbble@kovapartners.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COLONY PLAZA PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
Corporate Name**

The name of the corporation is Colony Plaza Property Owners' Association, Inc., hereinafter called the "Association."

**ARTICLE II
Address**

The initial principal address of the Association shall be **9130 Galleria Court, Suite 100, Naples, FL 34109**. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association. The initial mailing address of the Association shall be **P.O. Box 110876, Naples, FL 34109**.

**ARTICLE III
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RESERVATION OF EASEMENTS FOR COLONY PLAZA, referred to hereinafter as the "Declaration") according to the provisions of the Declaration and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida, including without limitation as set forth in Section 617.0302, F.S., that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto or established from time to time;

(h) To employ personnel to perform the services required for proper operation and maintenance of the property dedicated to the Association and any corresponding infrastructure;

(i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association.

(j) To sue and be sued and appear and defend all actions and proceedings in its corporate name.

ARTICLE IV Membership

Section 1. Membership Generally: No person except an Owner of a Lot, as such term is defined in the Declaration, is entitled to membership in the Association; and all Owners of Lots shall be members of the Association.

ARTICLE V Voting Rights

Section 1. Voting: The Owners of Lot 1 and Lot 2 shall each be entitled to one (1) vote on all matters that require the vote of the Owners. If an Owner subdivides its Lot ("Subdivided Lot") pursuant to the Declaration, the one (1) vote assigned to the Subdivided Lot shall be allocated (in fractions) among the newly created lots in proportion to the acreage owned. Nothing herein is intended to dilute the voting rights of the Lot that is not subdivided. Further, in no event shall there be more than two (2) full votes assigned to the Owners of all of the Lots in the Plaza. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE VI
Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at three (3) Directors, who need not be members of the Association, and who shall be appointed by the Owners as follows: the Owner of Lot 1 shall be entitled to appoint one (1) Director and the Owner of Lot 2 shall be entitled to appoint two (2) Directors. Vacancies in the Board shall be filled by the Owner who appointed the departed Director. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successor are:

<u>Name</u>	<u>Address</u>
Robert J. Sullivan	9130 Galleria Court, Suite 100 Naples, FL 34109
Anthony Emma, Jr.	9130 Galleria Court, Suite 100 Naples, FL 34109
Donald N. Smith	24041 S. Tamiami Trail Bonita Springs, FL 34135

ARTICLE VII
Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President	Robert J. Sullivan 9130 Galleria Court, Suite 100 Naples, FL 34109
Vice President	Angela Morales 24041 S. Tamiami Trail Bonita Springs, FL 34135
Secretary/Treasurer	Anthony Emma, Jr. 9130 Galleria Court, Suite 100 Naples, FL 34109

ARTICLE VIII
Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and

liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE IX

Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by the unanimous consent of the members.

ARTICLE X

Dissolution

The Association may be dissolved upon written assent signed by the unanimous consent of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes. In the event of dissolution, any portion of the Land consisting of the Surface Water Management System shall be conveyed to an appropriate agency or government. If not accepted, the system must be deeded to a Florida corporation, not-for-profit, that will accept responsibility.

ARTICLE XI

Term

Term: The term of the Association shall be perpetual.

ARTICLE XII

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in

person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by the unanimous consent of the members.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIII Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

**Robert J. Sullivan
9130 Galleria Court, Suite 100
Naples, FL 34109**

ARTICLE XIV Registered Office and Agent

The street address of the initial registered office of this corporation is **9130 Galleria Court, Suite 100, Naples, FL 34109**, and the name of the initial registered agent of this corporation is **Kova Partners, LLC, a Florida limited liability company**. The registered agent of the Association shall maintain copies of all further permitting actions for the benefit of the Association.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 3rd day of ~~March~~ May, 2017.

By: 

Robert J. Sullivan
Its: President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kova Partners, LLC,
a Florida limited liability company

By: 

Anthony Emma, Jr.
Its: Manager

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TALLAHASSEE, FLORIDA