

5/31/2017

Division of Corporations

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Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
SHOPS AT CAPE CROSSING ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
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T. SCOTT

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**ARTICLES OF INCORPORATION
OF
SHOPS AT CAPE CROSSING ASSOCIATION, INC.**

Pursuant to §§ 617.01201, 720.301(9) and 720.303(1), Florida Statutes, these Articles of Incorporation are created by Darrin R. Schutt, Esq., 12601 New Brittany Boulevard, Fort Myers, Florida 33907, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is **SHOPS AT CAPE CROSSING ASSOCIATION, INC.**, a Florida Corporation not-for-profit, sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 1216 SW 4th Street, Suite 3, Cape Coral, Florida 33991.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a corporation not-for-profit organized on a non-stock basis for the purpose of providing a commercial property owners' association. For the accomplishment of its purpose, 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 and a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida (the "Declaration"), and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a commercial retail/office property association subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

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A. Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.

B. Enforce any and all covenants, conditions, restrictions and agreements applicable to the commercial property known as *The Shops at Cape Crossing*.

C. 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.

D. Enter into contracts with third-party vendors for services necessary to operate and maintain the real and personal property owned by the Association, including the corresponding infrastructure.

E. Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

F. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

G. Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

H. Participate in mergers and consolidations with other not-for-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least sixty-five (65%) percent of the voting interests of the Association.

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I. Exercise any and all powers, rights and privileges which a corporate property owner's association organized under Chapters 617 and 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

**ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS:**

Membership and voting rights, including the election of Directors, shall be as set forth in the Bylaws of the Association.

**ARTICLE V
TERM:**

The term of the Association shall be perpetual.

**ARTICLE VI
BYLAWS:**

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

**ARTICLE VII
AMENDMENTS:**

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 or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

B. Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

C. Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least sixty-five (65%) percent of the voting interests of the Association, IX, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

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D. Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII DIRECTORS AND OFFICERS:

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision, shall consist of three (3) Directors.

B. Directors of the Association shall be elected 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 officers shall be elected by the Board of Directors at its first meeting after the annual meeting of the Members and shall serve at the pleasure of the Board.

ARTICLE IX INITIAL DIRECTORS:

The initial Directors of the Association shall be:

Robert V. Peterson	-	1216 SW 4 th Street, Suite 3, Cape Coral, Florida 33991
James Deagle	-	1216 SW 4 th Street, Suite 3, Cape Coral, Florida 33991
Edward Gratz, Sr.	-	1216 SW 4 th Street, Suite 3, Cape Coral, Florida 33991

ARTICLE X INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be located: 1216 SW 4th Street, Suite 3, Cape Coral, Florida 33991.

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The initial registered agent at said address shall be: **ROBERT V. PETERSON.**

**ARTICLE XI
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 attorney's 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 or her 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 are 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 it was lawful.

C. A transaction from which the Director or officer derived or sought to derive an improper personal benefit.

D. Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

E. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Association. The

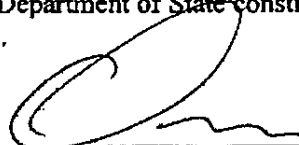
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foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 31st day of May, 2017.

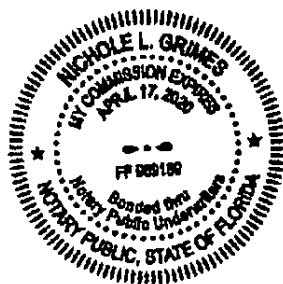
I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, Florida Statutes.

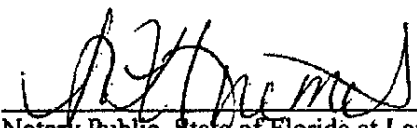


Darrin R. Schutt, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of May, 2017, by Darrin R. Schutt, Esq., who is personally known to me.



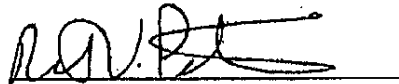


Notary Public, State of Florida at Large
My Commission Expires: _____
Nichole L. Grimes

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **SHOPS AT CAPE CROSSING ASSOCIATION, INC.**, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and am familiar with and accept the obligations of this position, as prescribed by §617.0501(3), Florida Statutes.

A handwritten signature in black ink, appearing to read 'R.V. Peterson', is written over a horizontal line.

Robert V. Peterson
Registered Agent