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FLORIDA PROFIT/NON PROFIT CORPORATION

The Estates at Orange Blossom Ranch, ~~Inc.~~ Association, Inc.

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October 26, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PAVESE LAW FIRM

SUBJECT: THE ESTATES AT ORANGE BLOSSOM RANCH ASSOCIATION, INC.
REF: W17000085647

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Rich Valente

EXHIBIT "B"

**ARTICLES OF INCORPORATION
OF
THE ESTATES AT ORANGE BLOSSOM RANCH ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Charles Mann, Esq., 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

**ARTICLE I:
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is: THE ESTATES AT ORANGE BLOSSOM RANCH ASSOCIATION, INC., hereinafter, sometimes called the "Association." The principal office and mailing address of this corporation shall be: 10481 Six Mile Cypress, Fort Myers, Florida 33966.

These Articles of Incorporation may hereinafter be referred to as the "Articles," and the bylaws of the Association may hereinafter be referred to as the "Bylaws." The Association is not a condominium association under Chapter 718, Florida Statutes.

**ARTICLE II:
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association will not permit pecuniary gain or profit, nor will it permit the 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 residential homeowners' 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 Collier County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

(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 residential neighborhood known as The Estates at Orange Blossom Ranch Association, Inc.;

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

(E) 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;

(F) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes;

(G) Participate in mergers and consolidations with other non-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 two-thirds (2/3rd) of the Voting Interests of the Association;

(H) Establish rules and regulations in accordance with the Governing Documents;

(I) Sue and be sued;

(J) Exercise any and all powers, rights, and privileges which a homeowners' association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise, subject always to the Declaration, as amended from time to time;

(K) Contract for services necessary to operate and maintain the Common Areas and improvements located thereon;

ARTICLE III: MEMBERS/VOTING

Every person or legal entity, who is a record Owner of a present fee simple interest in any Lot, or portion thereof, which is subject to the Declaration, shall be a Member of the Association. Membership in the Association, the designation of Membership Classification(s), if any, the qualifications and rights of Members, quorum and voting requirements for meetings and activities of the Members, and notice requirements sufficient to provide notice of meetings and activities of the Members shall be in accordance with and subject to the provisions set forth in the Declaration and the Bylaws of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot, or portion thereof, that is subject to the provisions of the Declaration.

ARTICLE IV:
CORPORATE EXISTENCE AND DISSOLUTION

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The corporation shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required, prior governmental approval, and provided that upon such termination, proper written consent must be duly recorded in the Public Records of Collier County, Florida. In the event of dissolution, the assets owned by the Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Association.

ARTICLE V:
BYLAWS

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

ARTICLE VI:
BOARD OF DIRECTORS

(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 pursuant to the Bylaws.

The names and addresses of the persons constituting the first Board of Directors are as follows:

| <u>Name:</u> | <u>Address:</u> |
|--------------|---|
| Scott Brooks | 24311 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134 |
| Laura Ray | 24311 Walden Center Drive, Suite 300 Bonita Springs, Florida 34134 |

Matt Koratich

10481 Six Mile Cypress, Fort Myers,
Florida 33966

David Caldwell

10481 Six Mile Cypress, Fort Myers,
Florida 33966

**ARTICLE VII:
OFFICERS**

The Association shall have the officers described in the Bylaws, who shall be elected or appointed at such time and for such terms as provided in the Bylaws. The names of the first appointed officers of the Association are as follows:

| <u>Name:</u> | <u>Title:</u> |
|----------------|---------------------|
| Scott Brooks | President |
| Matt Koratich | Vice President |
| Laura Ray | Vice President |
| David Caldwell | Secretary/Treasurer |

**ARTICLE VIII:
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of the Corporation is 1833 Hendry Street, Fort Myers, Florida 33901. The name of the initial Registered Agent of the Corporation is Pavese Law Firm, 1833 Hendry Street, Fort Myers, Florida 33901.

**ARTICLE IX:
AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes, provided however, that (i) to the maximum extent lawful the Declarant may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Declarant and (ii) if not unilaterally amended by the Declarant, the vote required to amend these Articles shall be 66 2/3% of the total votes of the Members, and (iii) notwithstanding any provision of these Articles to the contrary, no amendment shall abridge, reduce, amend, affect, or modify the rights of Declarant without the prior written consent of the Declarant, which consent may be withheld for any reason whatsoever.

Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered, and shall otherwise be given in, the time and

manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment, or a summary of the changes to be affected thereby.

ARTICLE X:
INDEMNIFICATION OF OFFICERS AND DIRECTORS

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 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 were 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 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.

ARTICLE XI:
INTERPRETATION

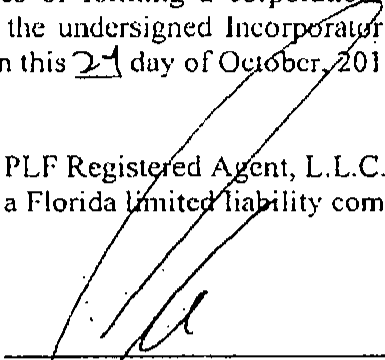
Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these

Articles shall be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control. In case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, the undersigned Incorporator hereby duly executes the foregoing Articles of Incorporation this 24 day of October, 2017.

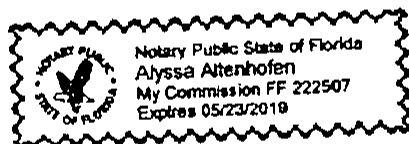
PLF Registered Agent, L.L.C.,
a Florida limited liability company



Charles Mann, Managing Partner
Pavese Law Firm, Authorized
Member

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 24th day of October, 2017, by Charles Mann, Managing Partner of Pavese Law Firm, Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me and did not take an oath.

(Seal)




Notary Public
Printed Name: Alyssa Altenhofen
Commission Expires: _____

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Estates at Orange Blossom Ranch Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



Charles Mann, Esq.