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FLORIDA PROFIT/NON PROFIT CORPORATION
Waterford Estates Neighborhood II Association, Inc.

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Corporate Filing Menu

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Fax Audit No. H17000295039 3

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF**

WATERFORD ESTATES NEIGHBORHOOD II ASSOCIATION, INC.

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes as amended, hereby executes and adopts the following Articles of Incorporation ("Articles"):

ARTICLE 1. NAME

The name of the corporation shall be WATERFORD ESTATES NEIGHBORHOOD II ASSOCIATION, INC. (hereinafter referred to as the "Association"). Its principal office and mailing address shall be at 10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida, 33966, or at such other places as may be designated, from time to time, by the Board of Directors.

ARTICLE 2. NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE 3. DURATION

Existence of the Association shall commence with the filing of these Articles with the Secretary of State. The period of duration of the Association is perpetual. However, if the Association is dissolved, the property consisting of any Common Area tracts and easements and corresponding infrastructure dedicated to the Association shall be conveyed to an appropriate agency of local government. If it is not accepted, then any Common Area tracts and easements and corresponding infrastructure will be dedicated to a similar non-profit corporation.

ARTICLE 4. PURPOSE

The purpose for which the Association is organized do not contemplate securing any gain or profit to the Members thereof, and the specific purposes for which it is formed are to further the interests of the Members, including without limitation maintenance and preservation of property owned by, dedicated to or agreed to be maintained by the Association, and the maintenance, preservation, and architectural control of the Lots; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration of Covenants, Conditions, and Restrictions for Waterford Estates Neighborhood II ("Declaration") to be recorded in the public records of Charlotte County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their Lots. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

Fax Audit No. H17000295039 3

Fax Audit No. H17000295039 3

ARTICLE 5. POWERS

The powers of the Association shall include and be governed by the following provisions:

5.1. **Common Law and Statutory Powers.** The Association shall have all of the common law and statutory powers granted to it as a homeowners' association and corporation not-for-profit under Florida law, as the same may be amended or supplemented, together with those powers conferred by the Declaration, these Articles and any and all lawful Bylaws of the Association.

5.2. **Necessary Powers.** The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

5.2.1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

5.2.2. The power to fix, levy and collect Assessments against the Lots, as provided for in the Declaration.

5.2.3. The power to contract for services necessary to operate and maintain the Common Areas, Lots and related common infrastructure, along with all requisite power and authority needed to operate and maintain the Common Areas and related common infrastructure and provide Lot maintenance in accordance with the Declaration.

5.2.4. The power to expend monies collected for the purpose of paying the expenses of the Association.

5.2.5. The power 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.

5.2.6. The power to manage, control, operate, maintain, repair and improve the Association Property.

5.2.7. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Association Property.

5.2.8. The power to insure and keep insured the Association Property as provided in the Declaration.

5.2.9. The power to employ the personnel required for the operation and management of the Association Property.

Fax Audit No. HI17000295039 3

5.2.10. The power to pay utility bills for utilities serving the Association Property.

5.2.11. The power to pay all taxes and assessments which are liens against the Association Property.

5.2.12. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

5.2.13. The power to control and regulate the use of the Association Property.

5.2.14. The power to make reasonable rules and regulations and to amend the same from time to time.

5.2.15. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration and the rules and regulations promulgated by the Association from time to time.

5.2.16. The power to borrow money; to mortgage, pledge, encumber or hypothecate any or all of the Association Property as security for money borrowed or debts incurred; and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

5.2.17. The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Association Property.

5.2.18. The power to appoint committees as the Board of Directors may deem appropriate.

5.2.19. The power to collect delinquent Assessments, charges, and fines levied pursuant to the Declaration or Florida Statutes by suit or any lawful means, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the rules and regulations.

5.2.20. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, and the power to be sued and to defend the Association in court.

5.2.21. The power to adopt, alter and amend or repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association.

Fax Audit No. H17000295039 3

5.2.22. The power to provide any and all supplemental municipal services as may be necessary or proper.

5.2.23. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

5.3. **Funds and Title to Properties.** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

5.4. **Limitations.** The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE 6. QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the Declaration and Bylaws of the Association. The Association shall never have or issue shares of stock, nor will it ever have or provide for non voting membership.

ARTICLE 7. VOTING RIGHTS

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration and Bylaws.

ARTICLE 8. LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be personally liable for the debts of the Association, except where officers or directors of the Association are finally adjudged in an action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct.

ARTICLE 9. BOARD OF DIRECTORS

9.1. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the Bylaws of the Association. The number of the members of the Board of Directors shall never be less than three (3) nor more than five (5) and may be increased or decreased as provided in the Bylaws.

Fax Audit No. H17000295039 3

9.2. The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors and officers of the Association until the first election of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Jill Meeks	Director/President	10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966
Rebecca Sarver	Director/Secretary/Treasurer	10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966
James Ratz	Director/Vice President	10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100, Fort Myers, Florida 33966

9.3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the Bylaws of the Association.

ARTICLE 10. BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein and in conformity with the provisions and requirements of the Florida Not for Profit Corporation Act, as amended from time to time; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. The initial Bylaws are attached as an exhibit to the Declaration.

ARTICLE 11. CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws.

Fax Audit No. H17000295039 3

ARTICLE 12. SOLE INCORPORATOR

The name and address of the sole incorporator are as follows:

D.R. Horton, Inc.
10541 Ben C. Pratt Six Mile Cypress Parkway, Suite 100
Fort Myers, Florida 33966

ARTICLE 13. INDEMNIFICATION

Each Director, officer, and committee member of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director, officer, or committee member of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The Association shall not, however, indemnify such Director, officer, or committee member with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such Director, officer, or committee member, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement shall substantially exceed the expense which might reasonably be incurred by such Director, officer, or committee member in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Association to indemnify any such Director, officer, or committee member against any liability of the Association to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right to indemnification shall be in addition to any other rights to which any such Director, officer, or committee member may be entitled as a matter of law or otherwise.

ARTICLE 14. OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

ARTICLE 15. AMENDMENT

Fax Audit No. H17000295039 3

Until the Turnover (as defined in the Declaration), the Declarant may amend these Articles of Incorporation in its sole and absolute discretion. After the Turnover, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting at least 51% of the Members present in person or by proxy at a duly called meeting of the Members held in accordance with the Bylaws. Any notice for a meeting to consider an amendment to these Articles of Incorporation shall contain a full statement of the proposed amendment.

ARTICLE 16. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be D.R. Horton, Inc., a Delaware corporation and the street address of the registered office of the Association shall be 10541 Ben C. Pratt Six Mile Cypress Parkway, Fort Myers, Florida 33966

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of November, 2017

By: [Signature]
Jonathon Pentecost, ~~Division~~ President
VICE

STATE OF FLORIDA
COUNTY OF Lee

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of November, 2017, by Jonathon Pentecost, on behalf of the corporation, ☒ who is personally known to me or () who has produced _____ as identification.



Ashley Koza
COMMISSION # FF182842
EXPIRES: December 11, 2018
WWW.AARONNOTARY.COM

[Signature]
Notary Public
Ashley Koza
Printed Name of Notary
Comm. Number: FF150843

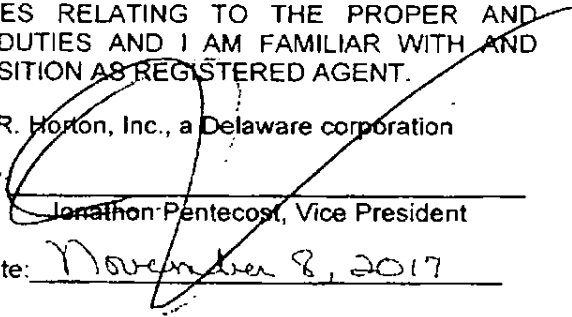
Fax Audit No. H17000295039 3

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR WATERFORD ESTATES NEIGHBORHOOD II ASSOCIATION, INC., A FLORIDA CORPORATION NOT FOR PROFIT, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF SAID CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AND UNDERSTAND MY DUTIES AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

D.R. Horton, Inc., a Delaware corporation

BY:


Jonathon Pentecost, Vice President

Date: November 8, 2017

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Fax Audit No. H17000295039 3