

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000015767 3)))



H180000157673ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6391

From:
Account Name : SHUTTS & BOWEN LLP
Account Number : 120060000106
Phone : (813) 229-8900
Fax Number : (813) 229-8901

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
Gulf Harbor Estates Homeowners' Association, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

ONLINE

RECEIVED

2018 JAN 12 PM 4:30

FLORIDA

(((H18000015767 3)))

**ARTICLES OF INCORPORATION
OF
GULF HARBOR ESTATES HOMEOWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED, as incorporator, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

ARTICLE I

NAME OF ASSOCIATION: The name of the association is GULF HARBOR ESTATES HOMEOWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II

INITIAL PRINCIPAL OFFICE. The street address of the initial principal office of the Association is 446 Fairway Isles, Venice, Florida 34285.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION. The purpose for which the Association is organized is to promote the health, safety and welfare of the residents of the certain subdivision of property in Sarasota County, to be known as Gulf Harbor Estates, by operating, maintaining and managing the stormwater management system(s) within such subdivision, in a manner consistent with the requirements of Southwest Florida Water Management District Permit No. 43042912.000 and applicable rules of the Southwest Florida Water Management District. For purposes of these Articles of Incorporation, "stormwater management system(s)" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapter 62-330, F.A.C. For such purpose, the Association shall have the power to:

(a) Exercise all of the powers and privileges, establish all of the rules and regulations and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Sarasota County, Florida, and as the same may be amended from time to time as therein provided;

(b) 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, including without limitation all expenses for the maintenance and repair of the stormwater management system(s) and mitigation or preservation areas, including but not limited to work within the retention areas, drainage structures and drainage easements; and to pay all office and other expenses incident to the conduct of the business of the Association, including without

(((H18000015767 3)))

limitation all license, taxes, or governmental charges levied or imposed against the property of the Association.

(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, including without limitation convey, to the extent necessary, the operation and maintenance of the stormwater management system(s) to another entity.

(d) Operate and maintain the Common Areas as defined in the Declaration, including without limitation the permitted stormwater management system(s), 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. No such dedication or transfer shall be effective unless an instrument has been signed by at least two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation, or annexation shall have the assent of at least two-thirds (2/3) of each class of members;

(f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation by law may now or hereafter have or exercise, including without limitation the right to sue or be sued, the right to contract for services to be provided for the operation and maintenance of the stormwater management system, including without limitation routine custodial maintenance, the right to enforce and assist in the enforcement of the restrictions and covenants contained in the Declaration, and the right to take any other action necessary for the purposes of which the Association is organized.

ARTICLE IV

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION. Every person or entity who is a record owner of a lot in GULF HARBOR ESTATES shall be a member of the Association. Persons or entities who hold an interest in a lot merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE V

TERMS OF EXISTENCE. The term for which this Association is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Chapter 617, Florida Statutes. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C. and *Applicant's Handbook Volume I, Section 12.3*, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

(((H18000015767 3)))

ARTICLE VI

NAME AND RESIDENCE OF INCORPORATOR: The name and address of the incorporator is:

Southbridge Investments LLC
446 Fairway Isles
Venice, Florida 34285

ARTICLE VII

OFFICERS AND DIRECTORS. The affairs of this Association shall be managed by a governing board called the Board of Directors. Directors shall be elected in such manner as provided by the Bylaws. The officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Association.

ARTICLE VIII

NAMES OF OFFICERS: The names of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation are as follows:

Myron Gay - President
John Laudenslager - Vice President
Myron Gay - Secretary and Treasurer

ARTICLE IX

NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS. The number of Directors shall initially be three (3). The number may be increased or decreased as provided in the Bylaws of the Association, but shall never be less than three (3) nor more than five (5). The initial first Board of Directors who shall serve until the election at the regular annual meeting next following the filing of these Articles of Incorporation is as follows:

Myron Gay
446 Fairway Isles
Venice, Florida 34285

John Laudenslager
446 Fairway Isles
Venice, Florida 34285

Magdalena Serfajuan
446 Fairway Isles
Venice, Florida 34285

((H18000015767 3)))

ARTICLE X

VOTING RIGHTS. The Association shall have two (2) classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of Developer (as defined in the Declaration), and shall be entitled to one vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Developer and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (1) Three months after 90 percent of the lots have been conveyed to members other than Developer.
- (2) January 1 2021.

Notwithstanding anything to the contrary, the Developer shall have the right to elect a majority of the members 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 all lots subject to the Declaration.

ARTICLE XI

BYLAWS. The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended, or rescinded by the Directors in the manner provided by such Bylaws.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION. These Articles may be altered, amended, or repealed by resolution of the Board of Directors; provided, however, that no amendment affecting the rights of SOUTHBRIDGE INVESTMENTS, LLC, a Florida limited liability company, or its successor or assigns, as Developer of GULF HARBOR ESTATES shall be effective without the prior written consent of SOUTHBRIDGE INVESTMENTS, LLC, or its successor or assigns, as Developer.

((H18000015767 3)))

(((H18000015767 3)))

ARTICLE XIII

INDEMNIFICATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Association), by reason of the fact that he/she is or was a director or officer of the Association, against any and all expenses (including attorneys' fees, court costs, and appellate costs and fees), judgments, fines, and amounts paid in settlement incurred by him/her in connection with such action, suit, or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that if any past or present officer or director sues the Association, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in such suit.

The Association is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from the Association's funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XIV

REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation shall be located at 446 Fairway Isles, Venice, Florida 34285, and the name of the initial registered agent of this Association at that address is SOUTHBIDGE INVESTMENTS, L.L.C. However, the Association may maintain offices and transact business in such other places within or outside the State of Florida, as may from time to time be designated by the Board of Directors.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation on JAN 11, 2018.

SOUTHBIDGE INVESTMENTS, L.L.C. a Florida
limited liability company

By: _____

MYRON GAY

Its Manager

((H18000015767 3)))

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing Association.

SOUTHBRIDGE INVESTMENTS, LLC, a Florida
limited liability company

By: _____

MYRON GAY
Its Manager