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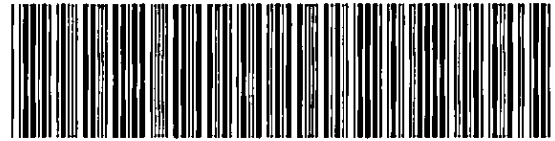
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JAN 23 2018
T SCHROEDER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Arrowhead Reserve Property Owners
Association, Inc.

Signature _____

Requested by: Seth

01/22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- ☒ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

COVER LETTER

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

SUBJECT: Arrowhead Reserve 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: Mark H. Muller
Name (Printed or typed)

5150 Tamiami Trl N Ste 303
Address

Naples, FL 34103
City, State & Zip

239-774-1436
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION FOR
ARROWHEAD RESERVE PROPERTY OWNERS ASSOCIATION, INC.**

a Florida not-for-profit corporation

The undersigned, acting as the Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Arrowhead Reserve Property Owners Association, Inc., a Florida not-for-profit corporation (the "Association").

**ARTICLE II
DEFINITIONS**

Except as otherwise defined herein, capitalized terms defined in the Declaration of Covenants, Conditions, Restrictions and Easements for Arrowhead Reserve (the "Declaration") which are or will be recorded in the Public Records of Collier County, Florida by Arrowhead Reserve Commercial Tract, LLC, a Florida limited liability company (the "Declarant"), shall have the same meaning or definition when used in these Articles as the meaning or definition given to them in the Declaration.

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address for the Association shall be 5600 Tamiami Trail North, Suite 303, Naples, Florida 34103.

**ARTICLE IV
PURPOSES**

The Association is organized as a corporation not-for-profit under Chapter 617, Florida Statutes, subject to the extent applicable to Chapter 720, Florida Statutes. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Tracts and Lots within the Arrowhead Reserve subdivision as described in the Declaration.
2. To own, maintain, repair and replace the Common Property, Community Service System, Stormwater Management System and other items for which the obligation to maintain and/or repair has been delegated to the Association.

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TALLAHASSEE, FL 32310

3. To control the architectural design and appearance of all Improvements and Landscaping in the Subdivision;

4. To govern the Subdivision without profit for the benefit of its Members; and

5. To perform all other duties and obligations required to be performed by the Association under the Declaration or applicable Florida law.

ARTICLE V GENERAL POWERS

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration, including, without limitation, the following:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To affix assessments to be levied against Tract and Lots within the Subdivision for the costs of effectuating the objects and purposes of the Association, to collect such assessments, and to create reasonable reserves for such expenditures.

5. To pay taxes and other charges, if any, owned by the Association.

6. To have all express powers conferred upon the Association by Declaration, Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, except prohibited herein.

7. To contract for services to be provided to the Association.

8. To own, convey, buy or otherwise acquire, sell or dispose of, mortgage otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real personal and mixed property of all kinds and any right or interest therein of the Association for the purposes of advancing the common interests of the Members.

9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

10. To sue and be sued.

11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

12. To operate and maintain the Common Property, Community Service Systems, Stormwater Management Systems and all similar facilities as required by the Declaration, applicable Florida law or any permits governing all or any part of the Subdivision.

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13. To contract for services for the operation, maintenance, and management of Common Property and all other property dedicated to or maintained by the Association.

ARTICLE VI
MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII
MEMBERS

Every Owner of a Tract or Lot which is subject to the Declaration shall be a Member of the Association and subject to the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Tract or Lot which is subject to the Declaration.

The Association shall have two classes of voting membership:

1. Regular Members. Regular Members are defined in paragraph 1.25 of the Declaration and mean all Members other than the Declarant. Each Regular Member shall be entitled to the number of votes equal to the Owner Share (as calculated pursuant to paragraph 1.22 of the Declaration) for that Regular Member's Tract or Lot multiplied by 100.

2. Declarant Member. Declarant Member is defined in paragraph 1.12 of the Declaration and means the Declarant prior to Turnover. After Turnover, Declarant shall be a Regular Member (and there shall no longer be a Declarant Member) for so long as Declarant owns a Tract of Lot. Declarant Member shall be entitled to the number of votes equal to three times the total number of votes then held by all Regular Members plus one; provided however, that notwithstanding any provision to the contrary, the Declarant shall have the right to appoint the entire Board of Directors of the Association until three months after 90% of the Tracts of Lots have been conveyed to Owners other than the Declarant or at an earlier date at the sole discretion of the Declarant.

ARTICLE VIII
DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The members of the initial Board of Directors and their street addresses are:

Mark H. Muller	5150 Tamiami Trail North, Suite 303 Naples, Florida 34103
Leo J. Salvatori	5150 Tamiami Trail North, Suite 304 Naples, Florida 34103

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Lauren S. Josephson 5150 Tamiami Trail North, Suite 304
Naples, Florida 34103

As long as Declarant or its designated successor or assignee shall have the right to appoint the entire Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

ARTICLE IX OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:	Mark H. Muller
Vice President:	Lauren S. Josephson
Secretary:	Leo J. Salvatori
Treasurer:	Mark H. Muller

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ARTICLE X

REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Corporation's initial registered office is 5150 Tamiami Trail North, Suite 303, Naples, Florida 34103. The name of the initial Registered Agent is Mark H. Muller, P.A.

ARTICLE XI

CORPORATE EXISTENCE

The Association shall have perpetual existence. If the Association is dissolved, the control or right of access to the property containing the Community Service Systems and Stormwater Management Systems and other dedicated property and related infrastructure shall be conveyed or dedicated to an appropriate governmental unit or public unit and that if not accepted, then that property shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE XII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles and Declaration.

ARTICLE XIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Except as otherwise provided by law, amendment of these Articles requires the approval of at least two-thirds (2/3) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Alternatively, amendments may be adopted without a meeting following the procedure set forth in the Bylaws. Notwithstanding the foregoing: a) for so long as the Declarant has the right to appoint the entire Board of Directors, the Declarant or its successor or assign shall be permitted to unilaterally amend these Articles; and b) for so long as Declarant owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board alone without the need of consent of any other person.

Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in the Declaration. Additionally, the provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

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Any amendments to these Articles that would alter the Community Service System or Stormwater Management System or similar water management or drainage systems, conservation areas, preserve areas, easements related thereto or any water management areas of the Common Property must have the prior approval of the South Florida Water Management District.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association hereby agrees to indemnify any Directors or Officers made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in their capacity as a Director or Officer of the Association, or in their capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which they served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable ground for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had a reasonable ground for belief

that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XV

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

With the exception of Directors and Officers appointed by the Declarant, any financial or familial interest of a Director or Officer in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have any financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

ARTICLE XVI

DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution. 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 other organization to be devoted to such similar purposes.

ARTICLE XVII

INCORPORATOR

The name and address of the Incorporator is:

Mark H. Muller

5150 Tamiami Trail North, Suite 303
Naples, Florida 34103

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ACCEPTANCE BY REGISTERED AGENT

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

Mark H. Muller, P.A.

By: 

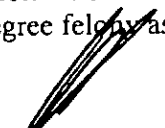
Mark H. Muller, Its President

Date

JANUARY 22, 2018

SIGNATURE OF INCORPORATOR

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


Mark H. Muller - Incorporator

Date

JANUARY 22, 2018

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