

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.

((H18000242568 3)))



H180002425683ABC3

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)617-6381

From:

Account Name : SALVATORI LAW OFFICE, PLLC
Account Number : 120170000055
Phone : (239)308-9191
Fax Number : (239)552-4185

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

Email Address: LSSE@SALVATORI.Legal

FLORIDA PROFIT/NON PROFIT CORPORATION
Cape Coral 6A & 6B Property Owners Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

2018 AUG 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

((H18000242568 3)))

**ARTICLES OF INCORPORATION
OF
CAPE CORAL 6A & 6B PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I.
Name and Address of Corporation**

The name and address of this Association (hereinafter the "Association") shall be:

**CAPE CORAL 6A & 6B PROPERTY OWNERS ASSOCIATION, INC.
5150 Tamiami Trail N., Suite 300
Naples, FL 34103**

**ARTICLE II.
Purposes**

Cape Coral 6A & 6B, LLC, a Florida limited liability company, its successors and assigns (collectively referred to herein as "Declarant"), owns certain property in Lee County, Florida, known as "Cape Coral 6A & 6B" (hereinafter the "Property"). The Property is more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements for Cape Coral 6A & 6B (hereinafter the "Declaration"). Terms not otherwise contained herein shall have the meaning ascribed to them in the Declaration. The purpose of this Association is to own, lease, maintain, operate, and/or administer certain property within or related to the Property, and to carry out its rights and duties set forth in the Declaration.

**ARTICLE III.
Powers and Limitations**

Section 1. The Association shall have the power:

- a. To own, sell, lease, operate, maintain, and administer the Common Property, and other property within or related to the Property in accordance with the Declaration.
- b. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within the Property.
- c. To carry out all the powers and duties vested in the Association pursuant to these Articles of Incorporation and the Bylaws of the Association, and pursuant to the Declaration.
- d. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights, and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.
- e. To engage professional management agents to manage its affairs, and pay a fee therefor.

((H18000242568 3)))

f. To grant easements and leases to any third party over, under, through, and/or across the Common Properties, for or without compensation to this Association, without any need to obtain the approval or joinder of any Member or lienholder thereof.

g. To assess Owners, and enforce such Assessments in accordance with the Declaration.

h. Sue and be sued.

Section 2. The Association is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

Section 3. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for Members.

Section 4. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV. Corporate Existence

This Association shall have perpetual existence unless sooner dissolved by law. The Association may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by the Declarant prior to Turnover, and thereafter by an affirmative vote of at least eighty-five (85%) percent of all of the total voting interests. Upon dissolution, the Master Association shall have the power and authority to convey title to, and maintenance responsibilities for, all or such portion of the Stormwater Management Systems as Master Association elects; provided, however, said conveyance may only be made to:

(a) Local government units, including counties and municipalities, Municipal Service Taxing Units, or special taxing units;

(b) Active water control districts created pursuant to Chapter 298, Florida Statutes; drainage districts created by special act, special districts defined in Chapter 189, Florida Statutes; Community Development Districts created pursuant to Chapter 190, Florida Statutes; Special Assessment Districts created pursuant to Chapter 170, Florida Statutes; or water management districts created pursuant to Chapter 373, Florida Statutes;

(c) State or federal agencies;

(d) Duly constituted communication, water, sewer, stormwater, electrical, or other public utilities;

(e) Construction permittees, subject to the restrictions below; or

(f) Non-profit corporations, including homeowners' associations, property owners' associations, condominium owners' or master associations, but only if they have the financial, legal, and administrative capability to provide for the long term operation and

{{(H18000242568 3)}}

maintenance of the Stormwater Management System, and only if the entity has sufficient powers (reflected in governing documents where applicable), to:

1. Own and convey property;
2. Operate and perform maintenance of the Stormwater Management System on Common Areas, as exempted or permitted by South Florida Water Management District ("District");
3. Establish rules and regulations governing membership or take any other actions necessary for the purposes for which the corporation or association was organized;
4. Assess members for the cost of operating and maintaining the Common Areas, including the Stormwater Management System, and enforce the collection of such assessments;
5. Sue and be sued;
6. Contract for services to provide for operation and maintenance (if the association contemplates employing a maintenance company);
7. Require all owners of real property or units to be members of the corporation or association, and
8. Demonstrate that the land on which the Stormwater Management System is located is owned or otherwise controlled by the corporation or association to the extent necessary to operate and maintain the Stormwater Management System or convey operation and maintenance to another entity.

ARTICLE V.

Qualifications for Members and Manner of Admission and Voting Rights

Section 1. All Owners shall be Members of the Association. An Owner shall automatically be a Member of the Association upon the recording in the Public Records of Lee County, of the document evidencing the Owner's fee simple title to a Parcel.

Section 2. Voting rights shall be established in accordance with the Declaration and Bylaws.

ARTICLE VI.

Directors

Section 1. The business of this Association shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors. The initial Board of Directors shall consist of three (3) Directors.

Section 2. The election of directors, their removal and the filling of vacancies of the Board of Directors shall be in accordance with the Bylaws of this Association.

(((H18000242568 3)))

Section 3. The directors herein named shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws of this Association.

ARTICLE VII.Officers

The affairs of the Association shall be managed by a president, vice president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Association shall be:

President -	Thomas C. Lund
Vice President -	Scott Perry
Secretary/Treasurer	John Story

ARTICLE VIII.Names and Post Office Addresses of Directors

The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Association shall be:

1. Thomas C. Lund
5150 Tamiami Trail N., Suite 300
Naples, FL 34103
2. Scott Perry
5150 Tamiami Trail N., Suite 300
Naples, FL 34103
3. John Story
5150 Tamiami Trail N., Suite 300
Naples, FL 34103

ARTICLE IX.Bylaws

The first bylaws of the Association shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

(((H18000242568 3)))

ARTICLE X.**Indemnification**

Section 1. The Association shall indemnify any Director or Officer of the Association (collectively referred to herein as the "Indemnities" and individually referred to herein as an "Indemnitee"), made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including, but not limited to, an action by the Association), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his capacity as an officer or Director. In any such action, the Indemnitee shall be indemnified against judgments, losses, liabilities, costs, 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, provided such Indemnitee did not act with gross negligence or willful misconduct. 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 Indemnitee acted with gross negligence or willful misconduct.

Section 2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and former Officers.

Section 3. The Association shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of this Association against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer are entitled by law, pursuant to the Declaration and/or Bylaw, or otherwise.

ARTICLE XI.**Transactions in Which****Directors or Officers are Interested**

No contract or transaction between the Association and one (1) or more of its Officers or Directors, or between the Association or any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are Directors or Officers of this Association, or have a financial interest in this Association, shall be invalid, void or 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 Directors or Officers of the Association shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XII.**Amendments**

Section 1. These Articles of Incorporation may be amended upon:

((H18000242568 3)))

a. Prior to Turnover, by the Declarant.

b. After Turnover, the affirmative vote of at least two-thirds (2/3rds) of this entire membership of the Board of Directors, and of at least two-thirds (2/3rds) of the total voting rights in the Association.

Section 2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Lee County, Florida.

Section 3. The Association expressly elects not to be governed by §607.108, Florida Statutes.

ARTICLE XIII.
Incorporation

The name and post office address of the Incorporator of these Articles of Incorporation is Leo J. Salvatori, Salvatori Law Office, PLLC, 5150 Tamiami Trail North, Suite 304, Naples, Florida 34103.

ARTICLE XIV.
Initial Registered Agent

The street address of the initial registered office for this Association is 5150 Tamiami Trail North, Suite 304, Naples, Florida 34103, and the name of the initial registered agent of this Association is Salvatori Law Office, PLLC.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgement of the foregoing Articles of Incorporation, this 20th day of August, 2018, which Articles are to be filed in the Office of the Secretary of State.

SALVATORI LAW OFFICE, PLLC, a Florida
professional limited liability company

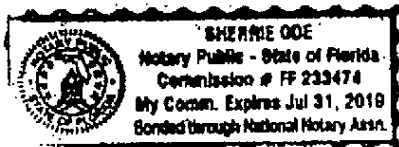
By: 

Leo J. Salvatori, as Manager

((H18000242568 3)))

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of August, 2018, by Leo J. Salvatori, Incorporator of Cape Coral 6A & 6B Property Owners Association, Inc., who is personally known to me.



Sherrie Ode
NOTARY PUBLIC

SHERRIE ODE

TYPED, PRINTED OR STAMPED NAME OF
NOTARY

MY COMMISSION EXPIRES:

{{(H18000242568 3)}}

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **CAPE CORAL 6A & 6B PROPERTY OWNERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Naples, County of Collier, State of Florida, has named Salvatori Law Office, PLLC, and the address of the office of the registered agent is 5150 Tamiami Trail North, Suite 304, Naples, Florida 34103, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

SALVATORI LAW OFFICE, PLLC, a
Florida professional limited liability
company.

By: 
Leo J. Salvatori, as Manager