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**FLORIDA PROFIT/NON PROFIT CORPORATION
CAMPING WORLD PROPERTY OWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
CAMPING WORLD PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be CAMPING WORLD PROPERTY OWNERS ASSOCIATION, INC. (hereafter the "Association").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION**

The initial principal office and mailing address of the Association is located at 171 N Aberdeen Street, Suite 400, Chicago, Illinois 60607. The corporation may, however, maintain other offices and transact business in such other places within or without the state of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 420 S. Orange Avenue, Suite 700, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Dean Mead Services, LLC.

**ARTICLE IV
DOCUMENTS AND DEFINITIONS**

The words used in these Articles shall have the same meaning as set forth in the Declaration of Covenants of CAMPING WORLD, as amended from time to time (hereinafter called the "Declaration"), to which these Articles of Incorporation shall be attached.

**ARTICLE V
PURPOSES OF THE ASSOCIATION**

The general nature, objects and purposes of the Association are as follows:

- (a) To promote the health, safety and welfare of the owners of all Lots, located within the Property, that are or hereafter may be subject to the terms of the Declaration, recorded or to be recorded in the Public Records of St. Lucie County, Florida.

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(b) To operate, maintain and repair all Common Areas and other areas for which the obligation to operate, maintain and repair has been delegated to the Association, including all roads, drainage easements, lakes, ponds, retention areas, culverts and related appurtenances.

(c) To collect on behalf of the Association, all assessments levied by the Association against the Lots.

(d) To furnish, contract for or otherwise provide for such services as may be deemed necessary or desirable by the Board of Directors and to acquire such capital improvements and equipment as may be related thereto.

(e) To provide, purchase, acquire, replace, improve, maintain and repair such improvements to the Common Areas, including, without limitation, buildings, structures, streets, sidewalks, street lights, landscaping, equipment, furniture and furnishings as the Board of Directors, in its discretion determines to be necessary or desirable for the promotion of the health, safety and welfare of the Members of the Association.

(f) To carry out any of the duties and obligations assigned to it as an Association under the terms of the Declaration.

(g) To operate without profit and for the sole and exclusive benefit of the Members of the Association, as that term is defined herein.

ARTICLE VI

POWERS OF THE ASSOCIATION

The Association shall have all of the common law and statutory powers of a corporation not-for-profit set forth in Florida Statutes Section 617.0302 which are not in conflict with the terms of these Articles of Incorporation, the By-Laws and the Declaration as each may be supplemented and amended from time to time. Further, the Association shall have all of the rights, powers and duties reasonably necessary to operate and maintain the Association, and administer the Properties pursuant to the Declaration, including without limitation, the following:

(a) To purchase, accept, lease or otherwise acquire title to, and to own, hold, mortgage, rent, sell, convey or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association, to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation or association, to sue and be sued; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

(b) To establish a budget, fix assessments and assess Members and Lots which are subject to assessment pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create, at its election, reasonable reserves for such expenditures, including a reasonable contingency fund

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for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements.

(c) To place liens against any Lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

(d) To collect and hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation.

(e) To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

(f) To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

(g) To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

(h) To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

(i) To enforce by any and all lawful means the terms and provisions of these Articles of Incorporation, the Bylaws, and the Declaration, as they may be amended from time to time.

(j) To exercise all of the powers and privileges, and perform all of the duties and obligations of the Association as set forth in these Articles of Incorporation, the Bylaws and the Declaration, as the same may be amended from time to time.

(k) To borrow money with the assent of a majority vote of the Board, and with the assent of two-thirds (2/3) of the Members voting in person or by proxy at a meeting duly called for that purpose, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(l) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, utility or service company for such purposes and subject to such conditions as may be agreed upon by the Association. No such dedication shall be effective unless approved by the then Owners of ninety percent (90%) of all of the Lots, who must vote in person or by proxy at a meeting duly called for that purpose, and the prior written consent of the Declarant has been obtained for as long as Declarant owns one or more Lots, and a properly executed instrument certifying the above actions has been recorded in the Public Records of St. Lucie County, Florida.

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(m) To engage in activities which will actively foster, promote, and advance the common interests of all Members.

(n) To maintain, repair, replace and operate the Common Areas or any other parts of the Property consistent with the obligations imposed upon or assumed by the Association for maintenance, repair, replacement and operation pursuant to the Declaration, these Articles of Incorporation, and the Bylaws, as the same may be amended from time to time.

(o) To accept jurisdiction over, and the powers and duties imposed with respect to, any additional property which may be subjected to the jurisdiction of the Association as provided in the Declaration. The Association shall accept as Members all owners of Lots hereafter subjected to the jurisdiction of the Association as provided in the Declaration.

(p) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, and the powers specified in each of the paragraphs of this ARTICLE VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this ARTICLE VI.

ARTICLE VII **MEMBERSHIP**

The Members of this Association shall consist of all owners of Lots, subject to the provisions of the Declaration. Owners of Lots shall automatically become Members upon acquisition of the fee simple title to their respective Lots. Each such party is hereinafter sometimes referred to as a "Member".

Any person or entity who holds any interest merely as security for the performance of any obligation shall not be a Member. The Association membership of each Lot Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. The membership of an Owner shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Areas may be regulated or suspended as provided in these Articles of Incorporation, the Declaration, the Bylaws, and any rules and regulations of the Association.

The Secretary of the Association shall maintain a list of the Members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving such party's name, address and Lot number; provided, however, that any notice given to or vote accepted from the prior owner of such Lot before receipt of written notification of change of

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ownership shall be deemed to be properly given or received. The Secretary shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

The voting rights of Members of the Association shall be as set forth in the Declaration and Bylaws, as the same may be amended from time to time.

ARTICLE VIII **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, which shall consist of at least three (3), and not more than seven (7), persons of legal age.

The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation. The directors named above 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 Corporation.

ARTICLE IX **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE X **INDEMNIFICATION**

(a) The Corporation shall indemnify any Director or Officer of the Corporation, or any member of the Architectural Review Committee (as defined in the Declaration), or any former Director or Officer of the Corporation or any former member of the Architectural Review Committee, against all damages, liabilities, and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an Officer, Director, Architectural Review Committee member or other committee member, to the full extent permitted under Sections 617.0831 and 607.0850 of the Florida Statutes.

(b) The Corporation shall purchase and maintain adequate general liability and officers' and directors' liability insurance to fund the indemnification obligation set forth in (a). above.

(c) The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director, Officer, or member of the Architectural Review Committee may be entitled under Florida law.

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ARTICLE XI
TRANSACTIONS INVOLVING DIRECTORS OR OFFICERS

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any corporation, partnership, or other entity by which one (1) or more of its Officers or Directors is employed or in which one (1) or more of its Officers or Directors holds an ownership or other financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer 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 or of a Committee which authorized the contract or transaction. The foregoing notwithstanding, any Officer or Director who has an interest in a contract or transaction shall be obligated to disclose such interest to the Board.

ARTICLE XII
DURATION

This Association shall exist in perpetuity, unless dissolved as set forth herein. The corporate existence of the Association shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE XIII
DISSOLUTION OF THE ASSOCIATION

(a) The Association may be dissolved upon a resolution to that effect being approved and signed by the Owners holding no less than seventy-five percent (75%) of the Voting Rights of the Association, and by the South Florida Water Management District and, if prior to the Turnover Date, the Declarant.

(b) Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(i) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority, provided the authority is willing to accept the dedication.

(ii) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned and distributed among the Owners of the Lots in the same percentages as the Owners' percentage Voting Rights.

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(c) Upon dissolution of the Association, all interests held by the Association in the Surface Water Management System, both real and personal property, shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District, and if not accepted thereby, then to a similar non-profit corporation for the operation and maintenance thereof.

ARTICLE XIV **AMENDMENTS**

These Articles of Incorporation may be amended upon:

(a) The affirmative consent of at least two-thirds (2/3) of the entire membership of the Board of Directors and of at least a majority of the total Voting Rights in the Park; or

(b) The affirmative consent of at least sixty-five percent (65%) of the total Voting Rights in the Park.

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 St. Lucie County, Florida.

Notwithstanding the foregoing provisions of these Articles, there shall be no amendment to these Articles which shall abridge, amend or alter the priority or validity of any mortgage, without the prior written consent therefor by the holder of such mortgage. No amendment shall be made which is in conflict with applicable governmental laws and regulations, or which is in conflict with the Declaration, unless a corresponding amendment to the Declaration is also adopted. No amendment shall make any changes which would in any way change or diminish any of the rights, privileges, powers or options herein provided for the Declarant, unless the Declarant joins in the execution of such amendment, including without limitation, any right of the Declarant to appoint Directors to the Board.

ARTICLE XV **BUDGET AND EXPENDITURES**

The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all Lots subject to assessments, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget and make special assessments.

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ARTICLE XVI
ADDITIONAL PROPERTY


Additional property may be subjected to the terms of the Declaration from time to time in accordance with the Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Association to such additional property as may be contemplated by the Declaration. The Association and each Member must accept as Members the Owners of all Lots in such additional property where the instrument hereafter annexing additional property to the jurisdiction of the Association provides that the Owners of Lots in such additional property are intended to be Members of the Association and that the Association is intended to have jurisdiction over them.

ARTICLE XVII
INCORPORATORS

The name and street address of the Incorporator are as follows:

NAME	ADDRESS
Dennis G. Corrick	1903 S. 25 th Street, Suite 200 Fort Pierce, FL 34947

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 16th day of October, 2018, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and does hereby make and file in the office of the Secretary of State of the state of Florida these Articles of Incorporation and certify that the facts herein stated are true.

"INCORPORATOR"

Dennis G. Corrick

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts. CAMPING WORLD PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 420 S. Orange Avenue, Suite 700, Orlando, Florida 32801, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

Having been named Registered Agent to accept service of process for CAMPING WORLD PROPERTY OWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, I hereby accept appointment 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.

Dated: October 16, 2018

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A., sole Member

By: 

Dennis G. Corrick, Vice President

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