

11/16/2018

From: G. Helfman

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FLORIDA PROFIT/NON PROFIT CORPORATION
BOTANICA SOUTH HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
BOTANICA SOUTH HOMEOWNERS ASSOCIATION, INC.
(a Florida Corporation Not For Profit)**

11/16/2018 9:12:00

In order to form a corporation not for profit under and in accordance with the provisions of Chapters 617 and 720 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

**ARTICLE I
NAME; PRINCIPAL OFFICE**

The name of this corporation shall be BOTANICA SOUTH HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (the "Association"), whose principal address and mailing address is 1600 Sawgrass Corporate Parkway, Suite 400, Sunrise, Florida 33323. The Association is NOT a condominium association and is not intended to be governed by Chapter 718, the Condominium Act, Florida Statutes.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to take title to, administer, operate, maintain, finance, repair, replace, manage and lease that certain property reserved and/or dedicated to the Association on the plat of: (i) Botanica South recorded under Instrument No. 2014000185347, and (ii) Marina Bay Recreation Tract recorded under Instrument No. 2016000103334, all of the Public Records of the County (the "County"), which property is "Association Property" under and pursuant to that certain Declaration of Covenants, Restrictions and Easements for Marina Bay dated July 13, 2015 and recorded July 15, 2015 under Instrument No. 2015000153826 of the Public Records of the County as same may have been or may hereafter be amended and/or supplemented from time to time (collectively, the "Declaration").

**ARTICLE III
MANNER OF ELECTION**

The number of Directors to serve on the Board of the Association shall be an odd number and not less than three (3) nor greater than seven (7). The Directors of the Association shall be elected and appointed by Lee County Homes Associates III, LLLP, a Florida limited liability limited partnership ("Declarant"). Declarant is the "Declarant" under and pursuant to the Declaration. The initial Directors appointed to the Board of Directors of the Association and their mailing addresses are as follows:

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<u>NAMES</u>	<u>ADDRESSES</u>
Troy Dinicola	1600 Sawgrass Corporate Parkway, Suite 400 Sunrise, Florida 33323
Patricia Campbell	1600 Sawgrass Corporate Parkway, Suite 400 Sunrise, Florida 33323
N. Maria Menendez	1600 Sawgrass Corporate Parkway, Suite 400 Sunrise, Florida 33323

Declarant reserves the right to replace and/or designate and elect successor Directors.

ARTICLE IV OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board. The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The initial officers of the Association and their positions are as follows:

President	-	Troy Dinicola
Vice President	-	Patricia Campbell
Secretary/Treasurer	-	N. Maria Menendez

ARTICLE V INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post-judgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of his being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of a settlement in connection with any of the foregoing, the indemnification provisions provided in this Article V shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a Director or officer admits that he is or is adjudged guilty of willful misconduct or gross negligence in the performance of his or her duties, the indemnification provisions of this Article V shall not apply. The foregoing right of indemnification provided in this

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Article V shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of these Articles is:

Steven M. Helfman, Esq.
1600 Sawgrass Corporate Parkway, Suite 300
Sunrise, Florida 33323

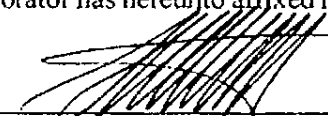
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ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the initial registered office of the Association is:

Steven M. Helfman, Esq.
1600 Sawgrass Corporate Parkway, Suite 300
Sunrise, Florida 33323

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 16th day of November, 2018.



STEVEN M. HELFMAN

The undersigned hereby accepts the designation of Registered Agent as set forth in Article VII of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



STEVEN M. HELFMAN, ESQ.

Dated: November 16, 2018

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