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Stephen J. Cerven
35100 State Road 64 East
Myakka City, FL 34251

Telephone: 941-737-4474

January 7, 2019

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

via: FedEx

Re: Aviary at Rutland Ranch Homeowners Association, Inc.

Dear Sir/Madam,

Enclosed are an original and one copy of the Articles of Incorporation for a new non-profit Florida corporation, including the designation and acceptance of registered agent. Also enclosed is payment of the filing fee by check in the amount of \$70.

Please contact us if you have any questions or require anything further.

Thank you.

Sincerely,



Stephen J. Cerven

COVER LETTER

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

SUBJECT: AVIARY AT RUTLAND RANCH HOMEOWNERS 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: Stephen J. Cerven

Name (Printed or typed)

35100 State Road 64 East

Address

Myakka City, FL 34251

City, State & Zip

941-737-4474

Daytime Telephone number

ahouston@falknergroupp.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
OF
AVIARY AT RUTLAND RANCH HOMEOWNERS ASSOCIATION, INC.

FILED
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CLERK

The undersigned, acting as incorporator of a corporation not for profit under Chapters 617 and 720, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I: NAME

The name of this corporation is "Aviary at Rutland Ranch Homeowners Association, Inc.," which shall be referred to as the "Association" in these Articles.

ARTICLE II: PRINCIPAL OFFICE

The Association's initial principal office and mailing address is 35100 State Road 64 East, Myakka City, Florida 34251.

ARTICLE III: INTERPRETATION

All capitalized terms used herein that are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for The Aviary at Rutland Ranch, to be recorded by Aviary Development Group, Inc., a Florida corporation ("Developer"), in the public records of Manatee County, Florida, as such Declaration may be amended from the time ("Declaration"). Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the Incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE IV: PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Association is formed are: (a) to promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Manatee County, Florida, which is described in and made subject to the provisions of the Declaration, and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration (collectively, the "Property"); and (b) to perform all obligations and duties and to exercise all rights and powers of the Association as specified in the Declaration and the other Governing Documents described therein, and as provided by law.

In furtherance of its purposes, unless indicated otherwise by the Declaration, these Articles or the Bylaws, the Association is empowered to, without limitation:

- (a) exercise all powers authorized by Chapters 617 and 720, Florida Statutes;

(b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Association from time to time set forth in these Articles, the Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Declaration, and the Bylaws pertaining to the Association in its own name, including, without limitation, enforcement of the provisions relating to the operation and maintenance of the Surface Water Management System;

(c) own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;

(d) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water Management System and assessments for services or materials for the benefit of Owners or the Property for which the Association has contracted with third party providers;

(e) use the proceeds collected from assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property;

(f) maintain, control, manage, repair, replace, improve, and operate all the Common Areas and Common Maintenance Areas, including but not limited to the street right-of-ways and the Surface Water Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with the SWFWMD Permit requirements and applicable SWFWMD rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the maintenance of the Surface Water Management System;

(g) buy or otherwise acquire, sell or otherwise dispose of, mortgage or 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 for any purpose of the Association;

(h) borrow money for any lawful purpose;

(i) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws;

(j) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Declaration;

(k) contract with others for performance of the Association's management and maintenance responsibilities under the Declaration, for the provision of services by the Association to others to the extent beneficial for the Owners or the Property, and for the furnishing of services or materials for the benefit of the Owners or the Property consistent with the provisions of the Declaration, including, without limitation, contracting for utility, irrigation, telecommunications, internet, and security services;

(l) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Association's affairs, subject to such limitations as may be set forth in these

Articles, the Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

(m) to sue and be sued as set forth in the Declaration;

(n) to purchase insurance upon the Common Areas and Common Maintenance Areas or for the protection of the Association or its members; and

(o) have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws. The Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Declaration or the Bylaws.

ARTICLE V: MEMBERSHIP: VOTING REQUIREMENTS

The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot shall be a "Member" of the Association, including contract sellers, but excluding all persons who hold any interest in any Lot merely as security for the performance of fill obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Change of membership in the Association shall be established by the recording in the Public Records of Manatee County, Florida, of a deed or other instrument establishing a change of record title to a Lot. The Owner designated in such instrument shall thereupon become a member of the Association and the membership of the prior owner shall thereupon be terminated. Membership is appurtenant to, and may not be separated from ownership of the Lot or transferred except by transfer of record title to the Lot. There shall be two (2) classes of Membership as provided in the Declaration, which shall have such voting rights as set forth in the Declaration.

ARTICLE VI: BOARD OF DIRECTORS

The number, manner of election and indemnification of the Board of Directors shall be as provided for in the Bylaws of the Association, as amended from time to time in accordance therewith.

The names and addresses of the initial Board of Directors are as follows:

Stephen J. Cerven
35100 State Road 64 E
Myakka City, FL 34251

A. John Falkner
35100 State Road 64 E
Myakka City, FL 34251

Scott A. Falkner
35100 State Road 64 E
Myakka City, FL 34251

ARTICLE VII: OFFICERS

The affairs of the Association shall be administered by such officers as may from time to time be created by the Board of Directors as permitted by the Declaration and the Bylaws. The names and addresses of the initial officers are as follows:

President: Stephen J. Cerven
Secretary: Scott A. Falkner
Treasurer: Stephen J. Cerven

ARTICLE VIII: EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State, Division of Corporations. The Association exists perpetually. In the event of termination, dissolution or liquidation of the Association: (a) the assets of the Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Association, which shall assume the Association's responsibilities; and (b) all responsibility relating to the Surface Water Management System and the related permits must be assigned to and accepted by an entity approved by SWFWMD and the ACOE, as applicable.

ARTICLE IX: AMENDMENTS

For so long as Developer has the right to appoint or elect a majority of the Board of Directors, these Articles may be amended by Developer without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of Members representing at least two-thirds (2/3) of the total votes of the Association, and the written consent of Developer for so long as Developer owns and holds any Lot for sale in the ordinary course of business.

ARTICLE X: INCORPORATOR

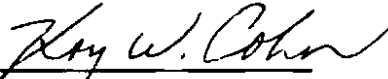
The name and address of the incorporator of this corporation is:

Stephen J. Cerven
35100 State Road 64 East
Myakka City, Florida 34251

ARTICLE XI: REGISTERED AGENT AND OFFICE

The initial registered office of the Association is 35100 State Road 64 East, Myakka City, FL 342251, and the initial registered agent of the Association at such address is Roy W. Cohn.


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 agent and agree to act in this capacity.



Roy W. Cohn

Date: January 7, 2019

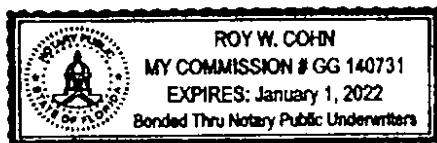
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of the Association, has executed these Articles of Incorporation this 7th day of January, 2019. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statutes §817.155.

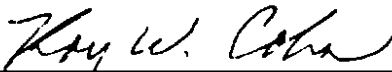


Stephen J. Cerven
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7th day of January, 2019, by Stephen J. Cerven, who is personally known to me.





Roy W. Cohn - Notary Public