

N19000005367

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SECURITY STATE
TALLAHASSEE, FL

AUG 14 2019

C KIRBY



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 12, 2019

MICHAEL ARANDA
1222 SE 47TH ST STE 330
CAPE CORAL, FL 33904

SUBJECT: MARATHON TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N19000005367

We have received your document for MARATHON TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

Please choose only "one" box of the adoption of amendment(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Wood
Regulatory Specialist II

Letter Number: 319A00014101

2019 AUG 12 AM 11:24

RECEIVED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Marathon Townhomes Homeowners association Inc.

DOCUMENT NUMBER: N1900000 5367

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Aranda

(Name of Contact Person)

Management Group 1 of Florida Inc.

(Firm/ Company)

1222 SE 47th Street Suite 330

(Address)

Cape Coral, FL 33904

(City/ State and Zip Code)

mike@mg1fl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mike Aranda

239 267-4804
at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended and Restated

ARTICLES OF INCORPORATION
OF
MARATHON TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
(a Corporation Not For Profit)

The undersigned subscriber, desiring to form a corporation **not for profit** under Chapter 627 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

FILED
2019 AUG 12 AM 9:11
SECRETARY OF STATE
TALLAHASSEE FL

ARTICLE I
NAME AND LOCATION

The name of the corporation shall be MARATHON TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and its duration shall be perpetual. For convenience, the corporation is hereinafter referred to as the "Association." The principal address for the Association shall be at 1222 SE 47th street Suite 30 Cape Coral, Fl 33904.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to engage a non-profit organization in protecting the value of the "Property" of the members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Restrictions and Protective Covenants for Marathon Townhomes, as it may be amended from time to time (the "Declaration") to be recorded in the Office of the Clerk of the Circuit Court in and for Monroe County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To own, operate, manage and convey the Common Areas in accordance with the purpose and intent contained in the Declaration;

B. To levy and collect Assessments against Members to defray the General Expenses and

other expenses of the Association;

C. To levy and collect Association Assessments against Members;

D. To use the proceeds of Assessments in the exercise of its powers and duties;

E. To maintain, repair, replace and operate the Common Areas, and to maintain any easements that may exist;

F. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

G. To make and amend the Bylaws for the Association and regulations regarding the use of the Property;

H. To pay all taxes and other assessments which are liens against the Common Area;

I. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations and the traffic regulations for the use of the Property;

J. To establish and maintain such reserve funds, as may be required from time to time by the Board of Directors, in accordance with the provisions of the Declaration;

K. To bring suit and to litigate on behalf of the Association, the Members and the Owners; provided, however, that except as specifically set forth in this Paragraph K, the Association shall not have the power to bring suit to litigate on behalf of the Association, the Members or the Owners without the express prior written consent of at least eighty percent (80%) of the Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf of the Association to collect assessments, enforce liens, bring injunctive action or to otherwise enforce these Articles of Incorporation, the Bylaws, the Declaration, the Rules and Regulations or the traffic regulations promulgated by the Association nor shall this restriction apply to the Association's defense of any suit or litigation brought against the Association. The foregoing restriction shall not apply while Developer is in control of the Association;

L. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and traffic regulations and maintenance of the Common Areas. The Association shall, however, retain at all times the powers and the duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules and the execution of contracts on behalf of the Association;

M. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property;

N. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Common Areas and to enter into any other agreements consistent with the purposes of the Association;

O. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Common Areas in a proper and aesthetically pleasing condition;

P. To perform any acts required or contemplated by it under the Declaration.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. Limitation. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV **MEMBERSHIP**

Qualification for, and admission to membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) or more than seven (7) Directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all Officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no Director or Officer need be a member of the Association; thereafter, all Directors and Officers must be Members of the Association except such Directors that are appointed by the Developer, as provided herein. The number of Directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the Directors shall be elected by the Members of the Association at the annual meeting. The Developer shall be entitled at any time, and from time to time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>
Michael D Aranda	1222 SE 47 th st Cape Coral, Fl 33904
Michael F Aranda	1222 SE 47 th st Cape Coral, Fl 33904
Tonya L Aranda	1222 SE 47 th st Cape Coral, Fl 33904

ARTICLE VI **OFFICERS**

The affairs of the Association shall be managed by the Officers of the Association subject to the directions of the Board. Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the Bylaws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, Developer shall have the right to approve all of the Officers elected. The initial Officers shall consist of a President, Vice President, Secretary and Treasurer. The President shall be elected from amongst the Directors, but no other Officer need be a Director. The same person may hold the title of Vice President and Treasurer. However, the offices of President and Secretary may not be held by the same person, nor may the offices of President and Vice President be held by the same person.

The following persons shall serve as the initial Officers:

<u>NAME</u>	<u>TITLE</u>
Michael D Aranda	President
Tonya L Aranda	Vice President
Michael F Aranda	Treasurer
Jessica Aranda	Secretary

ARTICLE VII **TERM**

The term for which the Association is to exist shall be perpetual, commencing upon the filing of these Articles. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be transferred only to another not-for-profit corporation or dedicated or conveyed to an appropriate governmental agency agreeing to accept such dedication or conveyance.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

Every Director, Officer and Committee Member of the Association shall be indemnified by the Association, except in such cases where the Director, Officer or Committee Member is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, as provided in the Declaration.

ARTICLE IX
BYLAWS

The Bylaws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. Until such time as Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless Developer shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect. No change or amendment to the Bylaws that adversely impacts the Developer shall have any force or effect as to the Developer as long as Developer owns Lots in the Property.

ARTICLE X
AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not -For-Profit Corporation Act, provided however, that no such amendments shall conflict with the terms of the Declaration or the Bylaws, or adversely affect the rights of Developer, without Developer's prior written approval. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect. No change or amendment to these articles that adversely impacts the Developer shall have any force nor effect as to the Developer as long as the Developer owns Lots in the Property.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Management Group 1 of Florida inc., and the street address of the registered office of the Association shall be 1222 SE 47th street suite 330 Cape Coral, Fl 33904. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5/31/2019 _____

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mike Aranda

(Typed or printed name of person signing)

President

(Title of person signing)