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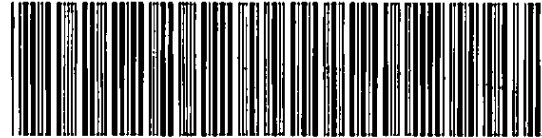
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RECEIVED
DIVISION OF CORPORATION
19 SEP 17 PM 3:02
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: N. River Road Commercial Subdivision Property Owners 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: Steven Southwell

Name (Printed or typed)

P.O. Box 1748

Address

Wauchula, Florida 33873

City, State & Zip

863-773-4449

Daytime Telephone number

ssouthwell@realfloridalaw.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

N. RIVER ROAD COMMERCIAL SUBDIVISION PROPERTY OWNER'S
ASSOCIATION, INC.

A Non-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I
NAME

The name of this corporation shall be N. RIVER ROAD COMMERCIAL SUBDIVISION PROPERTY OWNER'S ASSOCIATION, INC. ("Association").

ARTICLE II
PURPOSES AND POWERS

The purposes for which this Association is formed and powers the Association may exercise are as follows:

a) To form an "Association", and, as such, to operate, maintain, repair, improve, and administer the of, and to perform the acts and duties necessary and desirable for the management of the lots and Common Elements in N. River Road Commercial Subdivision, a subdivision created by the plat recorded in the Official Records of Sarasota County Florida ("Property").

b) To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Covenants and Restrictions for N. River Road Commercial Subdivision recorded in the Official Records of Sarasota County, Florida ("Declaration").

c) To establish by-laws for the operation of the Association ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same the Declarations, these Articles of Incorporation and the By-Laws.

d) The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, the Declarations, these Articles and the By-Laws of the Association, including but not limited to the power to:

1. Own and convey property;
2. Operate and perform maintenance of the permitted project on common property as exempted or permitted by the Southwest Florida Water Management 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 property, 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 of the surface water management system facilities if the association contemplates employing a maintenance company;
7. Require all the lot owners, parcel owners, or unit owners of the subdivision known as N. River Road Commercial Subdivision in Sarasota County, Florida, to be members;
8. Demonstrate that the land on which the stormwater management system is located is owned or otherwise controlled by the Association to the extent necessary to operate and maintain the stormwater management system or convey operation and maintenance to another entity;
8. Exist in perpetuity; however, if the corporation is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public unit and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the corporation;
9. Take any other action necessary for the purposes for which the association is organized.

e) The Association will operate and maintain all common property, specifically the surface water management facilities, including all ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

ARTICLE III MEMBERS

a) Each person or entity which is an owner ("Owner") of record of fee or undivided fee interest in any lot of the Property shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their units are conveyed. If a Member conveys title to his unit under the provisions of the Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

b) The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit. No part of the income of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV VOTING RIGHTS

The Association shall have two classes of voting membership.

a) Class A. Class A members shall be all owners other than the Declarant under the Declaration. Class A members shall not be entitled to vote so long as the Class B Membership exists. Class A members shall be entitled to one vote for each Lot in which they own the interest required to be a member of the Association. When more than one person or entity owns an interest in a Lot, all such persons or entities shall be members, but the vote for such lot shall be determined among the owners. In no event shall more than one vote be recorded in any election in connection with any one Lot.

b.) Class B. The Class B member shall be the Declarant. The Class B member shall be the only member initially entitled to vote. Class B membership shall terminate and be converted to Class A membership upon the happening of any of the following events:

1. Ninety (90) days after the Ninety Percent (90%) of the Lots have been conveyed to members other than the Declarant; or
2. After the Declarant relinquished its control.

ARTICLE V EXISTENCE

This Association shall have perpetual existence. In the event that the Association is dissolved, portions of the Common Elements which consist of the surface water management system shall be dedicated to an appropriate public agency or utility to be devoted to surface water management purposes. In the event that acceptance of such dedication is refused, such portion of the Common Elements shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to surface water management purposes.

ARTICLE VI DIRECTORS

a) The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) persons ("Directors"). The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

b) The Directors named in Article VII shall serve until the first election of a director or directors as provided in the Bylaws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

c) All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Directors shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need be a Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Christopher Kiritsis	4819 Wood Pointe Way Sarasota, Florida 34233
J. Steven Southwell	502 W. Main Street Wauchula, Florida 33873
Scott Trefethen	4832 Wood Pointe Way Sarasota, Florida 34233

ARTICLE VIII
OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Directors. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Directors:

<u>Name</u>	<u>Office</u>
Christopher Kiritsis	President
Scott Trefethen	Vice President
J. Steven Southwell	Treasurer/ Secretary

ARTICLE IX
BY-LAWS

a) The By-Laws of this Association shall be adopted by the Board of Directors. The Bylaws may be amended by the Members in the manner provided in said By-Laws.

19 SEP 17 PM 3:02
ALL ASSOCIATION OFFICERS

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE X AMENDMENTS

a) Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the votes of the Members shall be required for approval of the proposed amendment or amendments.

b) Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

c) Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Property during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

ARTICLE XI INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Association,

whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII
ADDRESS

The principal address of the Association shall be 4819 Wood Pointe Way, Sarasota Florida, 34233 or at such other place as may be subsequently designated by the Board of Directors.

ARTICLE XII
REGISTERED AGENT

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

Name	Address
J. Steven Southwell	502 W. Main Street Wauchula, Florida 33873

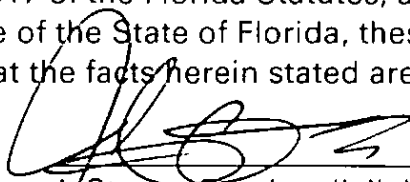
ARTICLE XIV
INCORPORATORS

The Original Incorporators are as follows:

J. Steven Southwell
502 W. Main Street
Wauchula, Florida 33873

19 SEP 17 PM 3:02
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, this 12th day of September, 2019, for the purpose of forming this Corporation under Chapter 617 of the Florida Statutes, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.



J. Steven Southwell, II, Incorporator

STATE OF FLORIDA,
COUNTY OF HARDEE

The foregoing instrument was acknowledged before me this 12th day of September, 2019, by J. Steven Southwell, II, who is personally known to me or who has produced _____ as identification.

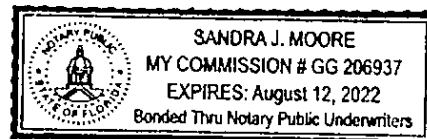
Sandra J. Moore
NOTARY PUBLIC

My Commission Expires: _____
(Type/Print/Stamp Name)

Serial Number, if any _____

NOTARIAL STAMP

Acknowledgement:



Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

J. Steven Southwell, II
J. STEVEN SOUTHWELL, II, Registered Agent

13 SEP 17 PM 3:02
NOTARY PUBLIC, HARDEE COUNTY, FLORIDA