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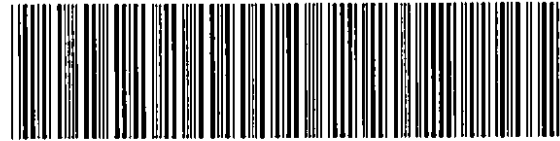
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TALLAHASSEE, FLORIDA

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Nov 05, 2019

By: Grumley

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**CASTALINA COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC.**

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

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**ARTICLES OF INCORPORATION  
FOR  
CASTALINA COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not-for-Profit)**

FILED  
2013 NOV -5 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I  
NAME**

The name of the corporation is: CASTALINA COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation, hereinafter referred to as the "Association." The mailing address for the Association is:

4215 East 60<sup>th</sup> Street, Suite #6  
Davenport, IA 52807

**ARTICLE II  
PURPOSES**

The purposes of the Association are to own and provide for maintenance and repair of the Common Area as forth in the Declaration of Covenants, Easements, Charges and Liens for Castalina Commercial, as recorded in the public records of Lee County, Florida (the "Declaration"). All terms used herein which are defined in the Declaration shall have the same meaning as set forth in the Declaration, unless otherwise indicated herein.

**ARTICLE III  
POWERS**

1. **GENERAL POWERS.** The Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provisions of these Articles or the Declaration.
2. **NECESSARY POWERS.** The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
  - A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
  - B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind, including, without limitation, the Common Areas;

- C. To fix, establish, levy and collect Assessments as contemplated by the Declaration;
- D. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- E. To pay all taxes and other Assessments which are liens against the Association or the Common Area;
- F. To make and enforce reasonable rules and regulations governing the use and operation of the property covered by the Declaration;
- G. 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;
- H. To contract for services necessary to operate and maintain the Common Areas.

#### **ARTICLE IV**

#### **PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies 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 provision of these Articles and with the Bylaws of the Association. Nothing herein, however, shall be construed to prohibit the Association for conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Association.

#### **ARTICLE V**

#### **MEMBERSHIP**

Every Owner, including the Developer, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to Assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws, the Declaration and any amendment thereto.

**ARTICLE VI**  
**VOTING**

For all matters for which the vote of the Members is required, each Member shall be entitled to vote in accordance with Section 4.02 of the Declaration.

**ARTICLE VII**  
**ADDITIONS OF PROPERTIES AND MEMBERSHIP**

Developer may, so long as it owns a Parcel or portion thereof and in accordance with the Declaration, add land to the Property and increase the number of Members.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) Directors appointed by Developer. The names and addresses of the initial Directors are:

<u>Director</u>	<u>Address</u>
Adam Seitz	4215 East 60 <sup>th</sup> Street, Suite #6 Davenport, IA 52807
Andrew Seitz	4215 East 60 <sup>th</sup> Street, Suite #6 Davenport, IA 52807
Pete Mullarkey	4215 East 60 <sup>th</sup> Street, Suite #6 Davenport, IA 52807

The Board of Directors shall, at all times, consist of three (3) persons of legal age (individual herein a "Director" and when referred to more than one the "Directors"). A Director need not be a Member of the Association. The Owner(s) of Tract F-1 shall be entitled to elect two (2) Members of the Board of Directors, and the Owner(s) of Tract F-2 shall be entitled to elect one (1) Member of the Board of Directors.

**ARTICLE IX**  
**OFFICERS**

The Board of Directors may elect Officers from among its Members. The Officers of the Association shall be the President, Vice President, a Secretary/Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors and elected or appointed as provided in the Bylaws. The initial

Officers of the Association, who are to serve until their successors are elected or appointed as provided in the Bylaws, are as follows:

President	Adam Seitz 4215 East 60 <sup>th</sup> Street, Suite #6 Davenport, IA 52807
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Vice President	Andrew Seitz 4215 East 60 <sup>th</sup> Street, Suite #6 Davenport, IA 52807
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Secretary/Treasurer	Pete Mullarkey 4215 East 60 <sup>th</sup> Street, Suite #6 Davenport, IA 52807
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#### **ARTICLE X** **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of this being or having been a Director or Officer of the Association, whether or not he or she 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 or her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the 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 XI** **BYLAWS**

The Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Developer for as long as Developer is the Owner of any Parcel affected by the Declaration.

**ARTICLE XII**  
**TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if the Association and Director comply with the requirements, of Section 617.0832, Florida Statutes, including, without limitation, entering the disclosures required by Section 617.0832 into the written minutes of the meeting.

**ARTICLE XIII**  
**AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by Members holding sixty-seven (67%) percent of the voting rights, subject to the following restrictions:

1. So long as Developer is an Owner of any Parcel affected by the Declaration, each amendment of these Articles must be first approved in writing by the Developer.
2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in it under a deed or other recorded instrument applicable to the Parcel owned by such Member unless made in accordance with provisions of such deed of instrument.
3. No amendment shall conflict with the Declaration.

**ARTICLE XIV**  
**TERMS OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE XV**  
**INCORPORATOR**

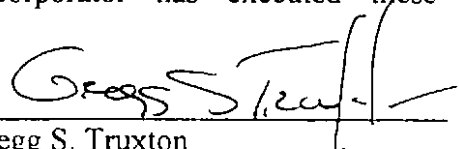
The name and address of the incorporator of CASTALINA COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC., is:

NAME	ADDRESS
Bolanos Truxton, P.A. Attn. Gregg S. Truxton	12800 University Drive, Suite 350 Fort Myers, Florida 33907

**ARTICLE XVI**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent for this corporation shall be Bolanos Truxton, P.A., and the registered office shall be located at 12800 University Drive, Suite 350, Fort Myers, Florida 33907 right to designate subsequent resident agents without amending these Articles.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 5<sup>th</sup> day of November, 2019.

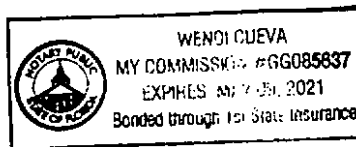
  
\_\_\_\_\_  
Gregg S. Truxton

STATE OF FLORIDA                     )  
   ) SS:  
COUNTY OF LEE                     )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November, 2019, by Gregg S. Truxton, who (☒) is personally known to me, or ( ) has produced the following identification: \_\_\_\_\_

My Commission Expires:

  
\_\_\_\_\_  
Notary Public





**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that CASTALINA COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Fort Myers, Lee County, State of Florida, has named Bolaños Truxton, PA, located at 12800 University Drive, Suite 350, Fort Myers, Florida 33907, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Bolaños Truxton, P.A.

By: \_\_\_\_\_

Gregg S. Truxton