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☐ WAIT

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(Business Entity Name)

(Document Number)

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DEC 18 2019  
N. CULLIGAN

## COVER LETTER

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

SUBJECT: Olde Florida Commercial Condominium Association,  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
Inc.

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Florida Capital Courier Services, Inc.,  
Name (Printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

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

**NOTE:** Please provide the original and one copy of the articles.

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

(OFFICE USE ONLY)

Corporation Name & Document Number, (if known):

1. Olde Florida Commercial Condominium Association, Inc.  
(Corporation Name) Document #

2. \_\_\_\_\_  
(Corporation Name) Document #

3. \_\_\_\_\_  
(Corporation Name) Document #

4. \_\_\_\_\_  
(Corporation Name) Document #

☐ Walk in ☒ Pick up time \_\_\_\_\_

☐ Mail out ☐ Will wait

☐ Photocopy ☐ Certified Copy

☐ Certificate of Status

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domesitication  
☐ Other

**AMMENDMENTS**

☐ Amendment  
☐ Resignation of R.A. Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATIONS**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

EXAMINER'S INITIALS: \_\_\_\_\_

2019 DEC 16 AM 9: 57

ARTICLES OF INCORPORATIONOFSECRETARY OF STATE  
TALLAHASSEE, FLOLDE FLORIDA COMMERCIAL CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Business Corporate Acts.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Olde Florida Commercial Condominium Association, Inc., and its address is 10175-2 Six Mile Cypress Parkway, Fort Myers, Florida 33966.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Condominium and the Florida Not-For-Profit Corporations Act shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of **Olde Florida Commercial Condominium** (the "Property") located in the City of Fort Myers, Lee County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida including Section 617.0302, and Chapter 718, Florida Statutes, except as expressly limited or modified by these Articles, the Declaration of Condominium (the "Declaration"), Bylaws and the Rules and Regulations (these Articles, the Declaration, Bylaws and Rules and Regulations shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

A. To fix, levy, collect and enforce assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

B. To operate, protect, maintain, repair, replace and operate the Common Elements, specifically including the Surface Water Management System Facilities, including all lake tracts, lake maintenance easements, drainage easements, inlets, swales, ditches, canals, impairments, berms, ponds, lakes, retention/detention areas, floodplain conservation areas, wetlands and any associated buffer areas, wetland mitigation areas, culverts, pumps and water control structures, and corresponding infrastructure.

C. To purchase insurance for the protection of the Association and its members.

D. To repair and reconstruct improvements after casualty, and to make further improvements of the Common Elements and Association property.

E. To establish, amend and enforce reasonable rules and regulations as set forth in the Declaration.

F. To enforce the provisions of the laws of the State of Florida that are applicable to the Property, and the Governing Documents.

G. To contract for services to provide for the operation, management and maintenance of the Property and the Common Elements, all property dedicated to the Association, including the surface water management system facilities, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association.

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Property.

I. To borrow money as necessary to perform its other functions hereunder.

J. To grant, modify or move any easement.

K. To sue and to be sued.

L. To acquire, own and convey real and personal property.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents.

#### **ARTICLE IV**

##### **MEMBERSHIP:**

A. The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium as further provided in the Bylaws.

B. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

C. The Owners of each unit, collectively, shall be entitled to their unit's respective Voting Interest in Association matters, such Voting Interest being calculated in the manner provided in the Declaration. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### **ARTICLE V**

**TERM:** The term of the Association shall be perpetual. On dissolution the assets of the Association, including, without limitation, 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 agency or public utility for use in carrying out the continued maintenance and operation of the Common Elements and other duties of the Association. If such conveyance and/or dedication is refused acceptance, such assets shall be granted, conveyed and dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the Common Areas and other duties of the Association.

## ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

## ARTICLE VII

### DIRECTORS AND OFFICERS:

A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

B. Directors of the Association shall elected and/or appointed in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

The initial Directors are as follows:

James L. Hagen  
Michael A. Scott  
Howard E. Palen  
Joshua O. Dorcey

## ARTICLE VIII

AMENDMENTS: Amendments to these Articles may be adopted upon approval of both Unit Owners in the Condominium. An amendment shall become effective upon filing with the Secretary of State and recording the amendment in the Public Records of Lee County, Florida.

## ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

#### ARTICLE X

INCORPORATOR: The name and address of the incorporator is as follows:

James L Hagen  
10175-2 Six Mile Cypress Parkway  
Fort Myers, FL 33966

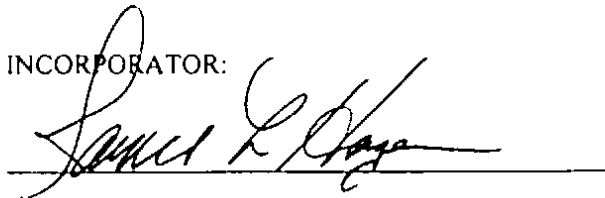
#### ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

DLF Registered Agent Service, LLC  
10181 Six Mile Cypress Parkway – Suite C  
Fort Myers, FL 33966

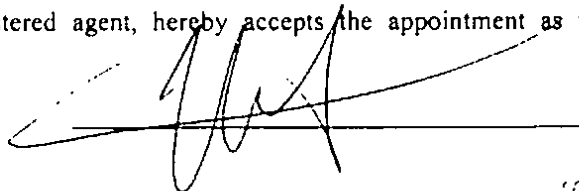
IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 16th day of December, 2019.

INCORPORATOR:



#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the initial registered agent, hereby accepts the appointment as the Registered Agent for the Corporation.



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SECRETARY OF STATE  
TALLAHASSEE, FL