

NZ0000000301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

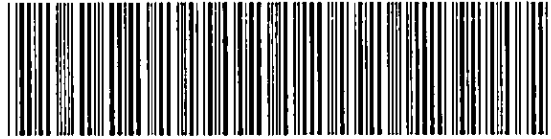
(Document Number)

Certified Copies _____, Certificates of Status _____

Special Instructions to Filing Officer:

Corp
8

Office Use Only



300338932383

J. FASON

JAN 13 2020

SECRETARY OF STATE
TALLAHASSEE, FL

2020 JAN 10 AM 8:05

FILED

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 127941 7112920

AUTHORIZATION :



COST LIMIT : \$ 704.00

ORDER DATE : January 9, 2020

ORDER TIME : 3:21 PM

ORDER NO. : 127941-005

CUSTOMER NO: 7112920

DOMESTIC FILING

NAME: FIDDLER'S CREEK PLAZA I
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson - EXT.

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
FIDDLER'S CREEK PLAZA I ASSOCIATION, INC.**
(A corporation not-for-profit organized under the laws of the State of Florida)

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME PRIMARY ADDRESS**

The name of the corporation is **FIDDLER'S CREEK PLAZA I ASSOCIATION, INC.**, which is hereinafter referred to as the "**Association**". The office of the Association is located at 8156 Fiddler's Creek Parkway, Naples, FL 34114.

The name and address of the Registered Agent is Mark J. Woodward, Esq., 3200 Tamiami Trail North, Suite 200, Naples, FL 34103.

The terms used in these Articles shall have the definitions as provided in Article I of Declaration of Covenants, Conditions and Restrictions for Fiddler's Creek Plaza I (the "**Declaration**"), recorded or to be recorded in the Public Records of Collier County, Florida, as hereafter amended and/or supplemented from time to time.

**ARTICLE II
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration. The further objects and purposes of the Association are to preserve the values in the Property and to maintain the Common Areas for the benefit of the Members of the Association. **The definitions set forth in the Declaration are incorporated herein by reference.**

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board or Members.

The Association shall have all 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. The Association shall also have all the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health, safety and convenience of the Members and their tenants, guests and invitees.

Without limiting the generality of the foregoing, the Association shall have the power and authority to:

A. Maintaining any surface water management system in a manner consistent with the SFWMD permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained in the Declaration and herein.

B. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

C. Borrow money, and with the consent of eighty percent (80%) of the Voting Interests of the Members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

F. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.

G. Have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

H. Devise such rules and regulations with respect to the use of the Common Areas and to promote the health, safety and convenience of the Members and their tenants, guests and invitees.

I. Enter into contracts for operation and maintenance services for the Common Areas.

J. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments levied pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

K. Sue and be sued.

L. Perform all functions and obligations as to the Property imposed by all Government Requirements and the Declaration.

ARTICLE III

MEMBERS

Section 1. Membership. The Association shall have two (2) classes of voting memberships:

A. Class A. Class A members shall be all of those owners of the Property. Each Class A Member shall have the Voting Interest specified in the Declaration.

B. Class B. There shall be one (1) Class B member, the Declarant, FC Oyster Harbor, LLC, a Delaware limited liability company, or its assigns. The Class B member shall have the Voting Interest specified in the Declaration, plus one (1).

The Bylaws may establish procedures for voting when title to a Parcel is held in the name of a corporation or more than one (1) person or entity.

C. Termination of Declarant Control. The Class B membership shall cease and convert to Class A membership, based upon the Declarant's ownership, upon the occurrence of the first to occur of the following events:

1. Three months after the Declarant has conveyed all of its interest in the Property to Members other than the Declarant; or

2. At any time that the Declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership.

Section 2. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if thirty percent (30%) of the Voting Interests of the Members in good standing shall be present or represented by proxy at the meeting.

Section 3. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the Voting Interests of the Members and not of the Members themselves.

ARTICLE IV **CORPORATE EXISTENCE**

The Association shall commence its existence with the filing of these Articles of Incorporation with the Florida Secretary of State and shall have perpetual existence; provided that if it is ever dissolved, its assets (including all Common Areas and corresponding infrastructure) shall be conveyed to another organization or entity having a similar purpose which complies with the requirements of Collier County, Florida to enable their continued maintenance and operation.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A

majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Anthony DiNardo | 8156 Fiddler's Creek Parkway Naples, FL 34114 |
| Joseph L. Parisi | 8156 Fiddler's Creek Parkway Naples, FL 34114 |
| Mark J. Woodward | 3200 Tamiami Trail North, Suite 200 Naples, FL 34103 |

Section 3. Election of Board of Directors. Except as otherwise provided herein and for the first Board of Directors and their Declarant-appointed replacements, directors shall be elected by the vote of a majority of the Voting Interests of the Members at the annual meeting of the Members as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members or shall be authorized representatives, officers, employees or trustees of such Members who are corporations, limited liability companies, partnerships, trusts, or other enterprises, or designees of the Declarant. Notwithstanding the foregoing, until such time as all of the have been conveyed to owners other than Declarant, the Declarant shall have the right to appoint the directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next annual meeting of the Members and thereafter until qualified successors are duly elected or appointed and have taken office.

Section 5. Vacancies. If a director elected by the Members shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI

OFFICERS

Section 1. Officers. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. A person may hold more than one (1) office except that the President shall not also serve as the Secretary.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until their qualified successors are duly elected or appointed and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director of the Association; other officers need not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform his or her duties and exercise his or her powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of the Board of Directors and thereafter until their successors are duly elected or appointed and have taken office, shall be as follows:

Name and Office

Address

President:

Anthony DiNardo

8156 Fiddler's Creek Parkway
Naples, FL 34114

Vice-President:

Joseph L. Parisi

8156 Fiddler's Creek Parkway
Naples, FL 34114

Secretary-Treasurer:

Mark J. Woodward

3200 Tamiami Trail North, Suite 200
Naples, FL 34103

ARTICLE VII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII
AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the Voting Interests of the Members, all in the manner provided in, and in accordance with the notice provisions of, Florida Statute 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX
INCORPORATOR

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

Address

Mark J. Woodward, Esq.

3200 Tamiami Trail North, Suite 200
Naples, FL 34103

ARTICLE X
INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (i) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or that he or she acted in a manner he or she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,

create a presumption that the person did not act in good faith or did act in a manner which he or she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him or her in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of the Members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

ARTICLE XII **REGISTERED AGENT**

Until changed, **MARK J. WOODWARD, ESQ.** shall be the registered agent of the Association and the registered office shall be at 3200 Tamiami Trail North, Suite 200, Naples, FL 34103.

27th **IN WITNESS WHEREOF**, the aforesaid incorporator has hereunto set his hand this day of January, 2020.



MARK J. WOODWARD, ESQ.

[Acknowledgment appears on next page]

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 7th day of January, 2020, by Mark J. Woodward, who is personally known to me and who did not take an oath.



Noel A. Hollister
Notary Public State of Florida
Noel A. Hollister
Printed name of notary

My Commission Expires:

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Naples, County of Collier, State of Florida, the corporation named in said Articles has named Mark J. Woodward, Esq. located at 3200 Tamiami Trail North, Suite 200, Naples, FL 34103, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

[Signature]
REGISTERED AGENT

Dated this 7th day of January, 2020