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**ARTICLES OF INCORPORATION  
OF  
CYPRESS RANCH PROPERTY OWNERS ASSOCIATION, INC.**

A Non Profit Corporation

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a non profit corporation under Chapter 617 of the laws of the State of Florida and certify:

**ARTICLE I**

Name

The name of this corporation is Cypress Ranch Property Owners Association, Inc., called the "Association" in these Articles.

**ARTICLE II**

Office and Registered Agent

The Association's principal office is located at care of P. Shields Ferber, Jr., 2655 N. Ocean Drive, Suite 401, Singer Island, FL 33404, and P. Shields Ferber, Jr. is hereby appointed the initial registered agent of the Association and his address for such purposes is 2655 N. Ocean Drive, Suite 401, Singer Island, FL 33404. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

**ARTICLE III**

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the owners of the lands which is described in, and made subject to, the provisions of that Master Declaration of Restrictive Covenants and Easement Agreement also to be recorded in the public records of Pasco County, Florida, as amended from time to time (the "Declaration") and the real property subjected to the terms and conditions of the Declaration and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration and these Articles ("Property"). The Property will hereafter be divided into two or more parcels ("Tract") and the common area owned by the Association and may be made subject to a plat (the "Plat") subdividing the Property. The Tracts will be designated by their use as commercial, multi-family residential or single family residential. Some Tracts may be further subdivided into Lots.

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The Association's purposes include, without limitation, provision for the operation, preservation, maintenance, repair and replacement of the Stormwater Management System and Signs, if any, Critical Access Drives, Common Park, Shared Utility Lines and any other property that are or may be designated hereafter as common maintenance property, as defined by and provided in the Declaration. Without limitation, this Association is empowered to:

(a) Declaration Powers: Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including, without limitation, the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name, to own and convey property, these Articles of Incorporation, the Bylaws of the Association, and all rules and regulations governing the use of the Property and Common Maintenance Property, which may hereafter be established.

(b) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration. The Association shall levy and collect adequate assessments against members of the Association for the costs of the operation, preservation, maintenance, repair and replacement of the Common Maintenance Property, including without limitation, the Stormwater Management System and Signs (as such term is defined in the Declaration). A portion of the assessments shall be used for the operation, maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

(c) Costs: Use the proceeds collected from assessment to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(d) Maintenance: To operate, maintain, manage, repair, replace and operate all the Common Maintenance Property, including, but not limited to, the stormwater management system and all associated facilities in a manner consistent with the applicable Southwest Florida Water Management District permit requirements and applicable District rules, and assist in the enforcement of the sections of the Declaration which relate to the surface water or stormwater management system and the Common Maintenance Property.

(e) Reconstruction: To reconstruct improvements after casualty and construct further improvements to the Common Maintenance Property.

(f) Insurance: Purchase insurance upon the Common Maintenance Property and insurance or fidelity bonds for the protection of the Association, its officers, directors and members and any other person responsible for the handling of Association funds.

(g) Easements: Grant permits, licenses and easements over the Common Maintenance Property for utilities, roads and other purposes reasonably necessary or useful for the

proper maintenance or operation of the Property. Such permits, licenses or easements may be granted by the Board and shall not constitute a dedication, sale or transfer of any portion of the Common Maintenance Property.

(h) Regulations: From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the Property and the Common Maintenance Property consistent with the rights and duties established by the Declaration.

(i) Contract: Contract with others for the performance of the Association's operation, management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property in the manner provided in the Declaration.

(j) General: Have and exercise all rights, powers, and privileges that a non profit corporation or a commercial property owner's association may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these articles, or reasonably necessary, convenient, or desirable to exercise of any right, power, or privilege so granted.

(k) Stormwater Management Permit: Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable Southwest Florida Water Management District permit requirements and applicable District rules, and, if applicable, assist in the enforcement of the provisions of the Declaration which relate to the surface water or stormwater management system. In addition, if wetland or monitoring is required the Association shall be responsible to carry out this obligation including the responsibility to complete the task successfully, including meeting all (permit) conditions associated with wetland mitigation, maintenance and monitoring.

## ARTICLE IV

### Membership

Every entity or individual who, from time to time, holds the record fee simple title, or any undivided fee simple interest of record, to any portion of the Property, is a Member of this Association, including contract sellers, but excluding all persons who hold any interest in any lot merely as security for the performance of an obligation. Membership is appurtenant to, and may not be separated from, ownership of a portion of the Property. Membership may not be transferred except by transfer of record title to a portion of the Property.

## ARTICLE V

### Voting Rights

Section 1. Voting: Each Owner shall have voting interests as described and set forth in the Declaration.

## ARTICLE VI

### Board of Directors

Section 1. Number and Term: The Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be an Association member, and who shall be appointed by 2019 Ballantrae. The number and terms of Directors are as set forth in the Bylaws.

Section 2. Election: All directors are to be elected by written ballot at an annual meeting of Owners. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of the Declaration, and the person receiving the largest number of votes cast by the members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors: The names and addresses of the person who will serve as Director until his successor has been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, is:

#### Name and Address

Paul S. Ferber  
151 Sawgrass Corners Drive, Suite 202  
Ponte Vedra Beach, FL 32082

P. Shields Ferber, Jr.  
2655 N. Ocean Drive, Suite 401  
Singer Island, FL 33404

Frank Natanek  
2655 N. Ocean Drive, Suite 401  
Singer Island, FL 33404

## ARTICLE VII

### Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows.

#### Name and Address and Office

Paul S. Ferber, Vice President  
151 Sawgrass Corners Drive, Suite 202  
Ponte Vedra Beach, FL 32082

P. Shields Ferber, Jr., President  
2655 N. Ocean Drive, Suite 401  
Singer Island, FL 33404

Frank Natanek, Secretary and Treasurer  
2655 N. Ocean Drive, Suite 401  
Singer Island, FL 33404

## ARTICLE VIII

### Duration

This Association's existence shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of this corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which agrees to comply with Section 40C-42.027, F.A.C., and is approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

## ARTICLE IX

### Bylaws

The Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be amended or rescinded by the majority vote of the Board of Directors subject to the approval of the Southwest Florida Water Management District as provided therein.

## ARTICLE X

## Amendments

Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must (i) first be submitted to the Southwest Florida Water Management District to determine if the Permit issued by them would require modification as a result of the amendment and (ii) have the approval of three-fourths of the Board of Directors. Any amendment affecting the stormwater management system will not be finalized until any necessary permit modification is approved by the District or the Association is advised that a modification is not necessary.

## ARTICLE XI

### Dissolution

In the event of termination, dissolution or final liquidation of this corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which agrees to comply with Section 40C-42.027, F.A.C., and is one of the entities identified in sections 12.3.1(a) through (f), of the District's Applicant's Handbook Volume I, who has the powers listed in section 12.3.3(b)1. through 8., the covenants and restrictions required in section 12.3.3(c)1. through 9., and the ability to accept responsibility for the operation and routine custodial maintenance of the stormwater management system described in section 12.3.3(d)1. or 2. prior to its dissolution or liquidation.

## ARTICLE XII

### Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

2019 Ballantrae WC LLC  
2655 N. Ocean Drive, Suite 401  
Singer Island, FL 33404

## ARTICLE XII

### Miscellaneous

Each Owner of the land subject to the Declaration, by accepting a deed to such land, hereby appoints the Association as its attorney-in-fact for the purposes of, and as limited by, the Declaration.

Notwithstanding anything to the contrary set forth in these Articles, the Association shall not have any further authority or obligations with respect to the Property other than as set forth in the

Declaration, which is incorporated herein by this reference, and the Association shall at all times govern its activities in connection with the Property in compliance with the Declaration.

Signatures appear on the next page



IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this March 27, 2020.

2019 Ballantrae WC LLC

By [Signature]  
P. Shields Ferber, Jr., manager

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged by means of ☒ physical presence or ☐ online notarization before me this 27 day of March, 2020, by P. Shields Ferber, Jr., manager of 2019 Ballantrae WC LLC, a Florida limited liability company, on behalf of the company. He is personally known to me or has produced \_\_\_\_\_ as identification.



[Signature]  
Notary Public  
State of Florida at Large  
My commission expires: 5/20/2023


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

Office and Registered Agent

Cypress Ranch Property Owners Association, Inc., desiring to organize under the laws of the State of Florida as a non profit corporation, with its principal place of business in Duval County, Florida, has named P. Shields Ferber, Jr., as its registered agent to accept service of process within this state, all in accordance with Section 617.0501, Florida Statutes.

DATED this 27 day of March, 2020.

Cypress Ranch Property Owners Association, Inc.

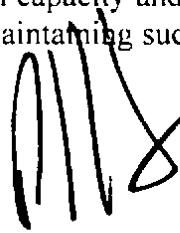
By   
P. Shields Ferber, Jr., President

(Corporate Seal)

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 27 day of March, 2020.

  
P. Shields Ferber, Jr.