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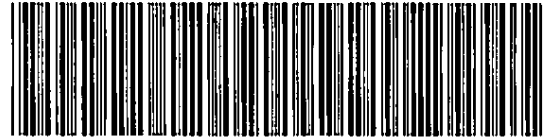
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2020 MAY 12 PM 12:26
CLERK

COVER LETTER

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

SUBJECT: JACARANDA JUNCTION OWNERS' ASSOCIATION, INC., A Florida Not for Profit Corp.
(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: William A. Saba
Name (Printed or typed)

240 S. Pineapple Ave., Ste. 702
Address

Sarasota, FL 34236
City, State & Zip

941-365-9400
Daytime Telephone number

sabawilliam@aol.com
E-mail address: (to be used for future annual report notification)

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

FILED
2008 MAY 12 PM 12:24
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

FILED

OF

2020 MAY 12 PM 12:24

JACARANDA JUNCTION OWNERS' ASSOCIATION, INC.,
A Corporation Not for Profit

The undersigned resident of the State of Florida hereby forms this Corporation not for profit under Chapter 617 of the Laws of the State of Florida and certifies:

ARTICLE I

Name

The name of the corporation is JACARANDA JUNCTION OWNERS' ASSOCIATION, INC., a Florida Corporation Not for Profit, called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 240 S. Pineapple Ave., Suite 702, Sarasota, Florida 34236.

The Association's mailing address is 240 S. Pineapple Ave., Suite 702, Sarasota, Florida 34236.

WILLIAM A. SABA is hereby appointed the initial registered agent of the Association, with a registered office address as 240 S. Pineapple Ave., Suite 702, Sarasota, Florida 34236. 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 take over the management duties and obligations of Declarant, set forth in the JACARANDA JUNCTION MASTER UNIFIED CONTROL DECLARATION RECIPROCAL EASEMENTS AND OWNERSHIP recorded in Official Records Instrument No. 2018133704, Public Records of Sarasota County, Florida (the "UCD" herein). The management duties and obligations shall be turned over to the Association at such time as the Declarant, Jacaranda Junction II, LLC has conveyed all Parcels making up the center to the other parties.

The Association's purposes include, without limitation, provisions for the operation, maintenance, preservation, and architectural control of the common areas and parcels now or hereafter created within the UCD. Without limitation, this Association is empowered to:

- (a) UCD Powers: Exercise all rights, powers, and privileges, and perform all duties of the Declarant from time to time set forth in the UCD, including the right to enforce all of the provisions of the UCD pertaining to the Association in its own name.
- (b) Property: Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.
- (c) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the UCD.
- (d) Costs: Use the proceeds collected from assessments 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.
- (e) Maintenance: To maintain, manage, repair, replace and operate all of the Common Property, including but not limited to, the storm water and surface water management systems as permitted by the Southwest Florida Water Management District including all inlets, ditches, swales, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas, retention and detention areas, culverts, water control structures and related appurtenances and all Association facilities and improvements. This includes enforcing and assuring operation and maintenance of any such facilities required under the UCD to be performed by individual Parcel owners on their own Parcels.
- (f) Reconstruction: To reconstruct improvements after casualty and construct further improvements to the Common Property.
- (g) Borrowings: Borrow money and, with the approval of three-fourths (3/4) of the members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- (h) Reorganization: With the approval of three-fourths (3/4) of the members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.
- (i) Regulations: From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the Parcels and the Common Property consistent with the rights and duties established by the Declaration.

- (j) Contract: Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration, for the surface water management facilities and for the furnishing of services or materials for the benefit of the Property in the manner provided in the Declaration.
- (k) Litigation: To sue and be sued.
- (l) General: Have and exercise all rights, powers and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, including, without limitation, the right to sue and be sued, 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 UCD, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power or privilege so granted.

ARTICLE IV Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any Parcel in the UCD shall be a member of the Association, including contract Sellers, but excluding all persons who hold any interest in any Parcel merely as security for the performance of an obligation. Membership is appurtenant to, and may not be separated from, ownership of at least one Parcel. Membership may not be transferred except by transfer of record title to such Parcel. An Owner's Membership is terminated upon the sale of their Parcel; and, once terminated, an Owner has no further rights in the Association.

ARTICLE V Voting Rights

Section 1. This Association has one class of voting membership, and except as provided in Section 2, each Member shall be entitled to one vote for each one acre Parcel owned, or if less than one acre is owned then a fractional interest for each fraction of an acre owned. For example, an Owner owning a Parcel that is $1 \frac{1}{3}$ acres will have a vote of $1 \frac{1}{3}$ and an Owner owning a Parcel of $\frac{1}{2}$ acre will have $\frac{1}{2}$ a vote.

Section 2. Co-Ownership: If more than one person owns a record fee simple interest in any Parcel, all such person are members, although there is only one vote for such Parcel and no fractional votes are permitted. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Parcel is held

by husband and wife, either co-owner is entitled to cast the vote for such Parcel unless the Association is notified otherwise in writing.

ARTICLE VI Board of Directors

Section 1. Number and Term: This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members, the number of Directors may be changed from time to time from a minimum of three to a maximum of five. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election: All directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of those Articles, 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 persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

WILLIAM A. SABA	240 S. Pineapple Ave., Suite 702 Sarasota, Florida, 34236
TIMOTHY A. SABA	5158 Kestral Park Ter. Sarasota, FL 34231
BONNIE ANTCZAK	5352 Winewood Dr. Sarasota, FL 34232

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 following the annual meeting of the Association, 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:

WILLIAM A. SABA	240 S. Pineapple Ave., Suite 702 Sarasota, Florida, 34236	President
TIMOTHY SABA	5858 Kestral Park Ter. Sarasota, FL 34231	Vice President/ Secretary/Treasurer

ARTICLE VIII

Duration

The Association exists perpetually. However, if the Association should be dissolved, the operation of the surface water management system shall be transferred to an appropriate agency of the local government; and if not accepted by such an agency, then the surface water management system shall be dedicated to a similar non profit corporation.

ARTICLE IX

By-Laws

The Association's bylaws initially will be adopted by the Board of Directors. Thereafter, the bylaws may be amended or rescinded by a majority vote of a quorum of the members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and hold any Parcels for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

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 have the approval of two-thirds (2/3) of the members, and the written approval of Declarant for so long as Declarant owns and holds any Parcel for sale in the ordinary course of business.

ARTICLE XI

Voting Requirements

Section 1. Percentage Requirements: Unless any provision of these Articles, the Declaration or the bylaws expressly requires the approval of the membership or of the Declarant or any other person. The majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership.

Section 2. Notice, Proxies, and Quorum Requirements: Written notice of all meetings of the membership must be given to all Owners not less than 15 days nor more than 30 days in advance of such meeting. The presence of members or proxies entitled to cast at least fifty percent (50%) of the votes shall constitute a quorum. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies may be registered with the Secretary of the Association prior to members meetings. No Owner may hold more than three (3) proxies.

Section 3. Written Action: Any action that may be taken at any membership meeting may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within ten days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 4. Certification: An instrument signed by any effective officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

ARTICLE XII

Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation, construction, application and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII

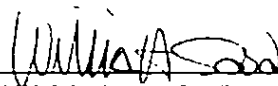
Incorporator and Initial Member

The name and address of the incorporator to these Articles of Incorporation and the initial member is as follows:

WILLIAM A. SABA

240 S. Pineapple Ave., Suite 702
Sarasota, Florida, 34236

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 11th day of May, 2020.

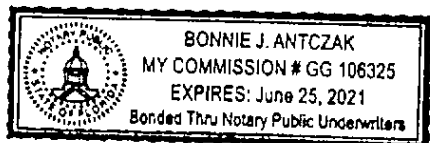

WILLIAM A. SABA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11th day of May, 2020, by WILLIAM A. SABA, who is ☒ personally known or ☐ who produced driver's license as identification.

My Commission Expires:

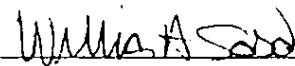

Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for JACARANDA JUNCTION OWNERS' ASSOCIATION, INC. At the place designated in the Articles of Incorporation, WILLIAM A. SABA, ESQ. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 F.S. relative to keeping open such office.

Dated: May 11th, 2020



WILLIAM A. SABA