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FLORIDA PROFIT/NON PROFIT CORPORATION

The Cove at Terra Ceia Bay Villas Owners' Association, Inc.

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**ARTICLES OF INCORPORATION OF
THE COVE AT TERRA CEIA BAY VILLAS OWNERS' ASSOCIATION, INC.**

The undersigned, being desirous of forming a corporation not for profit under the provisions of the statutes of the State of Florida, Chapter 617 and Chapter 718, states as follows.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be THE COVE AT TERRA CEIA BAY VILLAS OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The initial mailing address and principal place of business of the corporation is 339 6TH Avenue West, Suite 9, Bradenton, FL 34205, and may be changed from time to time as determined by the Board.

ARTICLE II. PURPOSE

This not for profit corporation is organized under the terms and provisions of Chapter 617 and Chapter 718, *Florida Statutes* (the "Condominium Act"), and is organized to provided the entity responsible for the operation of THE COVE AT TERRA CEIA BAY VILLAS, A LAND CONDOMINIUM, (the "Condominium"), to be created pursuant to the Declaration of Condominium for the Cove at Terra Ceia Bay Villas, a Land Condominium, located in Manatee County, Florida (the "County").

ARTICLE III. POWERS AND DUTIES

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and the Declaration of Condominium of The Cove at Terra Ceia Bay Villas, a Land Condominium (the "Declaration") as amended from time to time, including but not limited to the following:

(a) The Association may enter into shared use and cost agreements, lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the Members of the Association.

(b) To make and collect regular and special assessments against Members as Unit Owners to defray the cost, expenses and losses of the Condominium and to make special assessments against Members as Unit Owners for maintenance or repair which is the responsibility of the Association.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To maintain, repair, replace and operate the Condominium property and as otherwise provided in the Declaration, which shall include the irrevocable right to access each Unit from time to time during reasonable hours and upon reasonable notice as may be necessary for such maintenance, repair or replacement of any of the Common Elements therein, if any, or accessible therein or therefrom or for making and emergency repairs therein, that may be necessary to prevent damage to the Common Elements, or to another Unit or Units, and to maintain and repair Units where authorized by the Declaration.

(e) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its Members as Unit Owners as may be required by law. To purchase insurance (errors and omissions, fidelity bonds, etc.) for the Directors and Officers of the Association.

(f) To adopt and amend reasonable regulations respecting the use of the Units and common elements in the Condominium.

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(g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the Rules and Regulations for the use of the property in the Condominium.

(h) To levy fines and/or suspension of use rights for violations of approved Condominium rules and regulations, or violations of the provisions of the Declaration, these Articles or Bylaws.

(i) To pay taxes and assessments which are liens against any part of the Condominium, other than the individual Units, and to assess the same against the Unit and the Owner of the Unit which is subject to such liens.

(j) To amend the governing documents of the Association in accordance with the Condominium Act and the governing documents.

(k) To purchase a Unit or Units in the Condominium and to hold, lease, mortgage, improve and convey same.

(l) To obtain all required utility and other services for the Common Property.

(m) To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the Association responsibilities.

(n) To borrow funds as necessary and assign collateral to the fullest extent by law.

(o) To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the Association set forth in the Declaration, these Articles or the Bylaws, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the Association, or reasonably necessary to effectuate its obligation under the Declaration.

(p) To own, operate and perform routine custodial maintenance of any applicable stormwater management system for which the Association may be responsible for, as exempted or permitted by all applicable governmental bodies or agencies, including but not limited to all lakes, retention areas, culverts and related appurtenances. The land upon which the stormwater management system is located, if any, is owned and/or controlled by the Association, to the extent necessary to operate and maintain the system or convey operation and maintenance to another approved entity.

ARTICLE IV. MEMBERS

4.1 All persons or legal entities other than a natural person owning a vested present interest in the fee title to any of the Condominium Units as evidenced by a duly recorded proper instrument in the public records of county where the Condominium is located, shall be Members. Membership shall terminate automatically and immediately as a Member's vested interest in the fee title terminates. In the event a Unit is owned by a legal entity other than a natural person, the Officer, Director, or other official so designated by such legal entity shall exercise its Membership rights.

4.2 The share of a Unit Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit Owners Unit.

ARTICLE V. VOTING RIGHTS

Each Unit shall be entitled to cast one (1) vote, to be cast in the manner set forth in the Association's Bylaws. The Developer, as defined in the Declaration, shall be a member of the Association and shall have four (4) votes for each Unit owned by the Developer and four (4) votes for each Unit in the remaining Phases that may ultimately be operated by the Association until a majority of the Board is comprised of non-Developer members, pursuant to the Condominium Act.

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ARTICLE VI. INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its Members, and there shall be no capital stock.

ARTICLE VII. TERM OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Department of State, unless dissolved according to law.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at 1401 8th Avenue West, Bradenton, Florida, 34205, and the registered agent at such address shall be Najmy Thompson P. L.

ARTICLE IX. NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of the number of Directors as set forth in the Bylaws, but shall not be less than three (3). The Initial Directors shall be appointed by the Developer to the fullest extent permitted by the Condominium Act, and after turnover of the Association in accordance with the Declaration, the Owners shall have the right to elect the Directors, and such election shall take place at the annual meeting or as otherwise permitted by law, in the manner set forth by the Bylaws and the Condominium Act.

ARTICLE X. DIRECTORS AND OFFICERS

10.1 Directors shall serve until the next annual meeting or until their successors are chosen and qualified. Directors appointed by the Developer shall serve until changed by the Developer, replaced by the membership through election pursuant to the Condominium Act, or as otherwise may be required by law.

10.2 The Officers of the Association shall be a President, a Vice President (only if determined necessary by the Board), a Secretary, and a Treasurer, or as otherwise provided in the Bylaws. Officers shall be elected annually by the Directors and shall serve until his or her successor is chosen and qualified. The Officers shall have the authority and obligations as provided in the Bylaws and Florida Statutes. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary.

10.3 Prior to turnover of control of the Association by the Developer, Directors and Officers need not be members of the Association. After turnover of control, qualifications of officers and directors shall be as set forth in the Bylaws.

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including legal counsel fees (including but not limited to appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, except when (i) the Director or Officer is

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adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties and/or (ii) any proceeding is brought by another Director or Officer Against such Director or Officer relating to the performance of these duties and the Director or Officer bringing the action is the prevailing party in the same provided, that in the event of a settlement, the indemnification shall apply only when the Board approves the settlement as being in the best interest of the Association. The Association shall have the authority to purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such. The premiums for such insurance shall be paid by the Unit Owners of the Association as part of the Common Expenses.

ARTICLE XII. BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Richard A. Weller, Esq.	1401 8 th Avenue West, Bradenton, FL 34205

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MANATEE, FLORIDA

ARTICLE XIV. AMENDMENTS

14.1 The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by the majority approval of all voting rights of all Members of the Association and all rights conferred upon the Members herein are granted subject to this reservation. While Developer, as defined in the Declaration, has the authority to appoint the majority of the Board of Directors, these Articles of Incorporation may be amended by the Board of Directors or the Developer.

14.2 A copy of each amendment shall be filed with the Secretary of State, pursuant to the requirements of Chapter 617, *Florida Statutes*, and a copy shall be recorded in the Public Records of the County where the condominium is located.

IN WITNESS WHEREOF, I, the undersigned incorporator of these Articles of Incorporation, have hereunto set my hand this 5th day of JANUARY, 2021. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

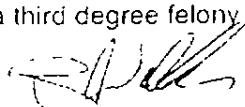

Richard A. Weller, Incorporator

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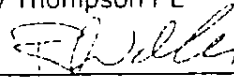
ACCEPTANCE OF REGISTERED AGENT

The undersigned, Najmy Thompson PL, having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of such duties.

Dated this 5th day of June, 2021

Najmy Thompson PL

By



Richard A. Weller, Firm Principal

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