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COHEN & GRIGSBY

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Career Pathway Association, Inc.

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This Instrument Prepared By:

Christopher N. Davies, Esq.
Dentons Cohen & Grigsby, P.C.
Mercato - Suite 6200
9110 Strada Place
Naples, Florida 34108-2938
Telephone: (239) 390-1900

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**ARTICLES OF INCORPORATION
OF
CAREER PATHWAY ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation. Capitalized terms used but not defined herein shall have the respective meanings given to them in the Declaration of Covenants, Conditions and Restrictions for Career Pathway Learning Lab ("Declaration").

ARTICLE I

NAME: The name of the corporation is Career Pathway Association, Inc. (hereinafter the "Association").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the Association shall initially be located at 2375 Tamiami Trail, North, Suite 308, Naples, Florida 34103, and subsequently at such other location as shall be determined by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide a corporate entity to act as the Association for the operation of a residential subdivision located in Collier County, Florida, known as "Career Pathway Learning Lab", or "Community." The Association is formed to promote the health, safety and general welfare of the owners of all or any portion of land located within the Community.

The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer of the Association. 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 Florida law, except as limited or modified by these Articles, the Declaration to which these Articles are attached as a recorded exhibit, or the Bylaws of the Association, and it shall have all other powers and duties reasonably necessary to operate the Association, and effectuate the purpose for which it is organized pursuant to said Declaration as it may hereafter be amended, including but not limited to, the following:

- (A) To own, acquire and convey land, and to operate, maintain, and manage land owned or to be owned by the Association.

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- (B) To keep in good repair, improvements and amenities upon lands owned by the Association including, without limitation, lakes, conservation areas, entrance ways and certain landscape areas and to reconstruct improvements after a casualty loss.
- (C) To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (D) To provide or contract in bulk for the provision of private utilities, telecommunications, and other services, if any.
- (E) To purchase insurance for the protection of the Association.
- (F) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Association Common Areas and the operation of the Association.
- (G) To sue and be sued, and to enforce the covenants and restrictions in the Declaration, these Articles, and the Bylaws of the Association.
- (H) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation, management and maintenance of the Community.
- (I) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities.
- (J) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.
- (K) To be responsible in perpetuity for maintenance of all preserved, restored, or created wetland areas and upland buffer zones, if any, located on the Association Common Areas; and to take action against, if necessary, to enforce the conditions of any permit issued by South Florida Water Management District ("SFWMD") for the Association Common Areas.
- (L) To be the responsible entity to operate and maintain the stormwater management system as permitted by SFWMD, including but not limited to, all lakes, retention and conservation areas, culverts and related appurtenances.
- (M) To perform such functions as may be specified in the Declaration and the Bylaws.

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 Declaration, these Articles of Incorporation and the Bylaws.

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ARTICLE IV

MEMBERSHIP:

- (A) The Members of the Association shall be all the owners of record legal title to one or more Lots or Living Units in the Community.
- (B) Each Member shall be entitled to one (1) vote in Association matters requiring a vote of the Members. The manner of exercising voting rights shall be as set forth in the Bylaws.
- (C) The share of a Member in the funds and assets of the Association cannot be assigned, withdrawn or transferred in any manner except as an appurtenance to the property the Association operates.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein. The Bylaws are attached as an exhibit to the Declaration.

ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) **By Declarant.** The Board of Directors shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors as long as Declarant, its successors and assigns, own one (1) lot in the Community.
- (B) **Proposal.** Amendments to these Articles may be proposed by a majority of the Directors or by written petition of at least ten percent (10%) of the Members, and shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.
- (C) **Vote Required.** Notice of any proposed amendment must first be given to each Member of the Association, and that notice must contain the text of the proposed amendment. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of the County with the same formalities as required in the Bylaws for an amendment to the Bylaws.

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- (E) Declarant's Rights and Privileges. No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Developer without the written consent of Developer.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will 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 be elected by the Members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS AND OFFICERS:

The initial Directors and Officers of the Association shall be:

Noemi Perez, President
2375 Tamiami Trail, North, Suite 308
Naples, Florida 34103

Walt Buchholtz, Vice President
2375 Tamiami Trail, North, Suite 308
Naples, Florida 34103

Barbara Morrison, Secretary/Treasurer
2375 Tamiami Trail, North, Suite 308
Naples, Florida 34103

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

9110 Strada Place, Suite 6200
Naples, Florida 34108-2938

The initial registered agent at said address will be:

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DENTONS COHEN & GRIGSBY, P.C.
Mercato — Suite 6200
9110 Strada Place
Naples, Florida 34108-2938

ARTICLE XI

INDEMNIFICATION:

The Association shall indemnify every director and every officer, his heirs, executors and administrators against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he or she shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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WHEREFORE the incorporator has caused these presents to be executed this 9th day of February, 2021.

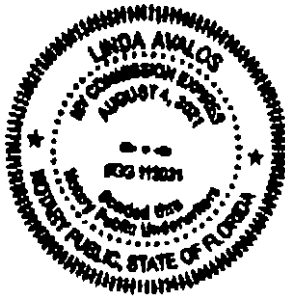
CAREER PATHWAY ASSOCIATION, INC.

By: [Signature]
Noemi Perez, President

STATE OF FLORIDA)

COUNTY OF COLLIER)

The foregoing instrument was executed before me this 9th day of February, 2021, by Noemi Perez. She is ☒ personally known to me or ☐ did produce _____ as identification.



[Signature]
Notary Public
Print name: Linda Avalos

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Career Pathway Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

DENTONS COHEN & GRIGSBY, P.C.

By: [Signature]
Christopher N. Davies

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