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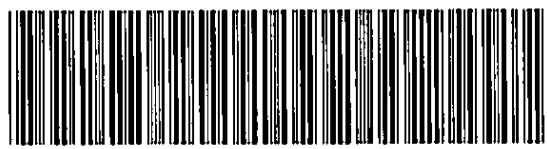
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MIDFLORIDA PRESERVE PROPOERTY

OWNERS ASSOCIATION, INC.

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: BA  
Name \_\_\_\_\_ Date 10/01/21 Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
MIDFLORIDA PRESERVE PROPERTY OWNERS ASSOCIATION, INC.  
(A CORPORATION NOT-FOR-PROFIT)**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is MIDFLORIDA PRESERVE PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit (the "Association").

2. Principal Office. The street address of the initial principal office of the Association is 129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801.

3. Registered Office - Registered Agent. The street address of the initial Registered Office of the Association is 2323 South Florida Avenue, Lakeland, Florida 33803. The name of the initial Registered Agent of the Association at that address is RICHARD A. MILLER, ESQ.

4. Definitions. The Declaration of Restrictions, Covenants and Conditions and Grant of Easements for MidFlorida Preserve (the "Declaration") will be recorded in the Public Records of St. Lucie County, Florida, and shall govern all of the operations of a commercial development to be known as MidFlorida Preserve (the "Development"). All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The general nature, objects and purposes of the Association are:

5.1 To promote matters of common interest and concern of the Owners of property within the real property subject to the terms of the Declaration;

5.2 To own, maintain, repair and replace the Common Areas, including, without limitation, lighting, landscaping, structures and other improvements thereon, for which the obligation to maintain and repair has been delegated and accepted by the Association;

5.3 To operate and maintain the Surface Water or Stormwater Management System in a manner consistent with the South Florida Water Management District (the "District") Permit No. \_\_\_\_\_, as amended (the "Permit") and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein and in any future permits obtained from the District or Army Corps of Engineers;

5.4 To cooperate with other associations responsible for administration of adjacent or contiguous properties in a matter of common interest to the Association;

5.5 To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, paving and equipment and to provide such other services for the benefit of the members of the Association as the Board of Directors, in its discretion, determines necessary, appropriate and/or convenient; and

5.6 To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

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6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1 To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided;

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and the Development;

7.3 To operate, maintain and manage the Surface Water Management System ("SWMS") in a manner consistent with the Permit requirements and applicable District rules, and shall have the right to take enforcement action pursuant to the provisions of the Declaration that relate to the SWMS. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the SWMS;

7.4 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws;

7.5 To pay all Operating Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

7.6 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration;

7.7 To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's Assessment collection rights;

7.8 To dedicate, grant, license, lease, grant concessions, create easements upon, sell or transfer all or any part of the Common Areas to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration;

7.9 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

7.10 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association and the Development, and to effectuate all of the purposes for which the Association is organized;

7.11 To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 Florida Statutes by law may now or hereafter have or exercise;

7.12 To employ personnel and retain independent contractors to contract for management of the Association and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association;

8. Members. The members ("Members") shall consist of the Developer and each Owner of a Parcel within the Property.

9. Voting Rights and Assessments.

9.1 Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to the number of votes in the Association computed as follows:

9.1.1. The Members, other than the Developer, shall have one (1) vote for each Parcel owned within the Property.

9.1.2. The Developer shall have the number of votes equal to the number of votes allocated to the Members other than the Developer, plus one vote. The Developer shall have such voting rights for so long as it owns any portion of the Property.

9.2 When a Member is comprised of one or more persons or entities, all such persons shall be Members, and the vote(s) for the applicable portion of the Property shall be exercised as they, among themselves, shall determine. The votes allocated to any Member pursuant to these Articles cannot be divided for any issue and must be voted as a whole, except where otherwise required by law. The affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership shall be binding upon the Members of the Association.

9.3 The Association will obtain funds with which to operate by assessment of the Owners in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws.

10. Board of Directors. The affairs of the Association shall be managed by a Board composed of three (3) members. Board members shall be appointed and/or elected as stated in the Bylaws, provided, however, that as long as Developer owns any portion of the Property, the Developer shall have the right to appoint all of the Directors. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kevin Jones	129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801
Chris Robertson	129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801
Steve Moseley	129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801

11. Dissolution.

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TALLAHASSEE, FL

11.1 Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

11.1.1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

11.1.2. Remaining assets shall be distributed among the Members. Subject to the limitation set forth below, each Member's share of the assets is to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of the Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

11.2 The Association may be dissolved upon a resolution to that effect being approved by a unanimous vote of the Board of Directors and two-thirds (2/3) of the Members. In the event of incorporation or annexation or otherwise of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth herein.

11.3 In no event shall the Association be dissolved, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the SWMS located within the Property is assumed by an entity acceptable to the District, the Florida Department of Environmental Protection or other governmental authority having jurisdiction pursuant to the applicable rules in the Florida Administrative Code or other administrative regulation of similar import. Further, such dissolution shall require the prior approval of the Army Corps of Engineers.

12. Duration. Existence of the Association shall commence with the filing of these Articles with the Secretary of State of the State of Florida. The Association shall exist in perpetuity.

13. Amendments.

13.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which consent may be withheld in the sole discretion of the Declarant for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

13.2 Amendments. Subject to the general and specific restrictions on amendments set forth herein, these Articles may be amended with the approval of (i) a unanimous vote of the Board and (ii) a two-thirds (2/3) vote of the Members of the Association

14. Limitations.

14.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

14.2 Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

14.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

15. Officers. The Board shall elect a President, Vice President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the initial Officers who shall serve until their successors are elected by the Board are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
<u>President:</u>	Kevin Jones	129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801
<u>Vice President:</u>	Chris Robertson	129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801
<u>Treasurer:</u>	Steve Moseley	129 South Kentucky Avenue, Suite 700, Lakeland, Florida 33801

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding 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 Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, the Association, or other organization in which one or more of its officers or directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

[Signatures on the Following Page]

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 28<sup>th</sup> day of September, 2021.

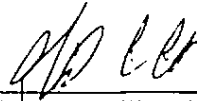


Richard A. Miller, Esq.  
Incorporator  
P.O. Box 8169  
Lakeland, FL 33802

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: 9-28-21



Richard A. Miller, Esq.

Initial Registered Office:  
2323 South Florida Avenue  
Lakeland, FL33803

Initial Principal Corporation Office:  
129 South Kentucky Avenue, Suite 700  
Lakeland, FL33801