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FLORIDA PROFIT/NON PROFIT CORPORATION  
SHOPS AT HAMMOCK COVE PHASE II OWNERS ASSOCIATION, I

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SHOPS AT HAMMOCK COVE PHASE II  
OWNERS ASSOCIATION, INC.**

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I  
Name and Address of Corporation**

Section 1. The name of this Corporation (hereinafter the "Corporation") shall be:

SHOPS AT HAMMOCK COVE PHASE II OWNERS ASSOCIATION, INC.

Section 2. The street address of the initial principal office of the Corporation is 999  
Vanderbilt Beach Rd. #507, Naples, FL 34108.

**ARTICLE II  
Purposes**

Collier Land Development, Inc., a Florida corporation, its successors and assigns (hereinafter the "Declarant"), has developed certain real property in Collier County, Florida known as "Shops at Hammock Cove Phase II" (hereinafter the "Development"). The Development is more particularly described as Outparcels K, L and M, inclusive and Tracts N, O and P, inclusive, in the Sabal Bay Commercial Plat -- Phase Four (the "Plat"). In furtherance of the Development, Declarant has filed in the Public Records of Collier County, Florida the Shops at Hammock Cove Phase II Declaration of Restrictions and Covenants in Official Record Book 5059, Page 26 (as amended, the "Declaration"). Terms not otherwise defined herein shall have the meaning ascribed to them in the Declaration. The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain property within or related to the Development, and to carry out its rights and duties provided herein or as assigned to the Association by the Declarant pursuant to the Declaration.

**ARTICLE III  
Powers and Limitations**

Section 1. The Corporation shall have the power:

a. To own, lease, operate, maintain and administer the Common Areas of the Development and other property within or related to the Development in accordance with the Declaration.

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b. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within the Development, including the enforcement of the Development Guidelines.

c. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation, and pursuant to the Declaration.

d. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes.

e. To engage professional management agents to manage its affairs, and pay a fee therefor.

f. To maintain such policies of insurance as required by the Declaration or the Corporation's Board of Directors.

g. To take such further actions as are authorized by the Corporation's Bylaws or the Declaration.

h. To assess members of the Corporation, and enforce such assessments in accordance with the Declaration.

i. To appoint an architectural review board ("ARC") to review all Plans and specifications for improvements to the Parcels in accordance with Article 4 of the Declaration. The ARC shall be made up of three (3) members appointed by the Board of Directors of the Association. Any member of the ARC may also be discharged by the Board of Directors of Association.

Section 2. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

Section 3. All funds and title to all interests in property acquired by the Corporation, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

Section 4. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

#### **ARTICLE IV**

##### **Corporate Existence**

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least eighty-five

percent (85%) or all of the total Voting Rights in the Development, and, after receipt of an appropriate decree or dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, or statute of similar import.

**ARTICLE V**  
**Qualification for Members and Manner**  
**of Admission and Voting Rights**

Section 1. All Owners of the Parcels identified in the Declaration shall be members of the Corporation. An Owner shall automatically be a member of the Corporation upon the recording in the Public Records of Collier County, of the document evidencing the Owner's fee simple title to a Tract.

Section 2. Voting Rights shall be established in accordance with the Corporation's By-Laws.

**ARTICLE VI**  
**Directors**

Section 1. The business of this Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors. The initial Board of Directors shall consist of three (3) Directors.

Section 2. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Corporation.

Section 3. The directors herein named (see Article VIII) shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws of this Corporation.

Section 4. Provided, however, Declarant shall have the right to appoint the members of the Board of Directors until the termination of the Class B Voting Rights.

Section 5. Further provided that until the termination of the Class B Voting Rights, no amendment to these Articles of Incorporation shall be effective without the consent of the Declarant.

**ARTICLE VII**  
**Officers**

The affairs of the Corporation shall be managed by a president, vice presidents, a secretary and a treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office except that the offices of President and Secretary shall not be held

simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation shall be:

President:	Christian M. Spilker
Vice President:	Patrick L. Utter
Vice President, Secretary and Treasurer:	Thomas J. Drumm

#### ARTICLE VIII

##### Names and Post Office Addresses of Directors

The name and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

- |    |                      |   |
|----|----------------------|---|
| 1. | Christian M. Spilker | 999 Vanderbilt Beach Rd. #507<br>Naples, FL 34108 |
| 2. | Patrick L. Utter     | 999 Vanderbilt Beach Rd. #507<br>Naples, FL 34108 |
| 3. | Thomas J. Drumm      | 999 Vanderbilt Beach Rd. #507<br>Naples, FL 34108 |

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#### ARTICLE IX

##### Bylaws

The first bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws, which shall be by (1) the members of the Board of Directors and/or (2) the members, as provided therein.

#### ARTICLE X

##### Indemnification

Section 1. The Corporation shall indemnify any Director or Officer of the Corporation (collectively referred to herein as the "Indemnities" and individually referred to herein as an "Indemnitee"), made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his capacity as an Officer or Director. In any such action, the Indemnitee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily

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incurred as a result of such action or suit, or proceeding or any appeal therein, provided such Indemnatee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnatee acted with gross negligence or willful misconduct.

Section 2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and former Officers.

Section 3. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights available to such Director or Officer.

**ARTICLE XI**  
**Transactions in Which**  
**Directors or Officers are Interested**

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No directors or officers of the Corporation shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

**ARTICLE XII**  
**Amendment**

Section 1. These Articles of Incorporation may be amended upon:

a. the affirmative consent of at least two-thirds (2/3) of the entire membership of the Board of Directors and of at least a majority of the total Voting Rights in the Development; or

b. The affirmative consent of at least sixty-five percent (65%) of the total Voting Rights in the Development, provided, however, (i) Declarant shall have the unilateral right at any time to amend the Articles of Incorporation before termination of its Class B Voting Rights,

and (ii) no amendment shall be effective without Declarants consent until the termination of the Class B Voting Rights.

Section 2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Collier County, Florida.

### **ARTICLE XIII**

#### **Incorporator**

The name and post office address of the Incorporator of these Articles of Incorporation is Patrick L. Utter, 999 Vanderbilt Beach Rd. #507, Naples, FL 34108.

### **ARTICLE XIV**

#### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 999 Vanderbilt Beach Rd. #507, Naples, FL 34108, and the name of the initial registered agent of this Corporation is Thomas J. Drumm.

[signature on following page]

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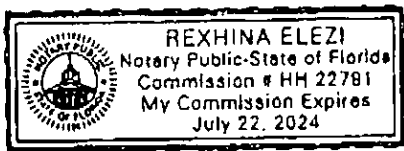
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IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 29<sup>th</sup> day of Oct, 2021, which Articles are to be filed in the Office of the Secretary of State.

By: Patrick L. Utter  
Patrick L. Utter

STATE OF FLORIDA     )  
                                  )  
COUNTY OF COLLIER    )

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 29<sup>th</sup> day of Oct, 2021, by Patrick L. Utter, Incorporator of Shops at Hammock Cove Phase II Owners Association, Inc., who is ☒ personally known to me.



Rexhina Elezi  
Notary Public  
Type/Print Name: Rexhina Elezi  
Commission Number: HH 22781  
Commission Expires: 07-22-2024

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted in compliance with said Statutes:

THAT, SHOPS AT HAMMOCK COVE PHASE II OWNERS ASSOCIATION, INC., a Florida Corporation Not For Profit desiring to organize under the laws of the State of Florida, with its initial principal offices at 999 Vanderbilt Beach Rd. #507, Naples, FL 34108, has named Thomas J. Drumm, whose address is 999 Vanderbilt Beach Rd. #507, Naples, FL 34108 as its duly authorized Registered Agent to accept service of process for the Corporation within the State of Florida.

**ACKNOWLEDGMENT**

I having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 29<sup>th</sup> day of OCTOBER, 2021.

  
\_\_\_\_\_  
THOMAS J. DRUMM  
REGISTERED AGENT - FLORIDA

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