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TALLAHASSEE, FLORIDA

W21-141755

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ICARD MERRILL
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Lakewood Ranch, FL 34202
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Fax: 941.552.0108
pseidensticker@icardmerrill.com

November 15, 2021

Reviewer
Division of Corporations
2415 N. Monroe St., Ste 810
Tallahassee, FL 32303

**RE: Resubmission of Articles for Cantabria Homeowners Association, Inc.
(the "Association")**

To Whom it May Concern,

Enclosed you will find Articles of Incorporation for Cantabria Homeowners Association, Inc. (Ref. Number W21000141755) which have been revised based on Letter Number 521A00026207 (also enclosed). The first reason that the document was returned, as outlined in the letter, is that there was a previous submittal under the same name. After some investigation, and a phone conference with Division staff, it was determined that previous counsel for the Association submitted Articles previously in 2019 but never followed up on a deficiency letter. We are now attempting to correct that filing.

In discussions with Division staff, we were instructed to wait for confirmation that the previous filing had been removed from the system before resubmitting, but have not heard back for 2 weeks and have been unsuccessful in contacting the Division again by phone after numerous attempts. Time is now of the essence in regards to the filing of the enclosed Articles.

Please accept the submission of corrected Articles for filing. If there are any issues, please do not hesitate to contact my office at 941-907-0006 or by email at pseidensticker@icardmerrill.com.

Sincerely,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

Patrick C. Seidensticker



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2021

PATRICK C. SEIDENSTICKER
8470 ENTERPRISES CIRCLE STE 201
LAKEWOOD RANCH, FL 34202

SUBJECT: CANTABRIA HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W21000141755

We have received your document for CANTABRIA HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted.

Please list the complete principal office address.

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Senior Section Administrator

Letter Number: 521A00026207

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ARTICLES OF INCORPORATION
OF
CANTABRIA HOMEOWNERS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Adam Wolfson, as sole incorporator, for the purpose set forth below.
The address of the incorporator is 711 NE 75th St., Miami, FL 33138.

ARTICLE I

NAME: The name of the corporation is Cantabria Homeowners Association, Inc., sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 711 NE 75th St.
Miami, FL 33138.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of providing a residential homeowners' association. For the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles and a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Manatee County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Declaration, as it may from time to time be amended, including but not limited to the power to:

(A) Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.

(B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as the Cantabria Homeowners Association, Inc.

(C) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

(E) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(F) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.

(H) Establish Rules and Regulations in accordance with the Governing Documents.

(I) Sue and be sued.

(J) Exercise any and all powers, rights and privileges which a homeowners association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

(K) Contract for services necessary to operate and maintain the Common Areas and improvements located thereon.

(L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the South Florida Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Association. However, all owners of lots within the Cantabria Homeowners Association, Inc. shall be members of the Association.

ARTICLE V

TERM: The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required prior governmental approval, and provided that upon such termination proper written consent must be duly recorded in the Public Records of Manatee County, Florida. In the event of dissolution, the assets owned by the Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Association.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a two-thirds (2/3) majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in these Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment. Prior to Turnover, as defined in the Declaration, the Articles of Incorporation may be amended by a two-thirds (2/3) majority of the Board of Directors.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Sarasota County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

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 set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of directors shall be filled in the manner provided by 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 after the annual meeting of the members and shall serve at the pleasure of the Board.

ARTICLE IX

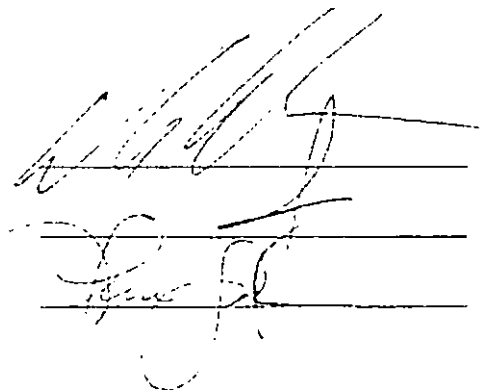
INITIAL DIRECTORS:

The initial Directors of the Association shall be:

Adam Wolfson, President/Director

Jordan Kavana, Vice President/Director

Lisa Sabrin, Secretary/Treasurer/Director



ARTICLE X

REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The street address of the initial Registered Office of the Association is 8470 Enterprise Circle, Suite 201
name of the initial Registered Agent of the Association is Lakewood Ranch, FL 34102
Patrick C. Seidensticker,
Icard Merrill

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe it was lawful.

(C) A transaction from which the Director or officer derived or sought to derive an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

[Remainder of page intentionally left blank]

For the purpose of forming this Association under the Laws of the State of Florida, the undersigned, Adam Wolfson being the incorporator of this Association, has executed these Articles of Incorporation as of the 18th day of October, 2019.

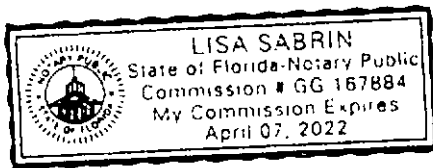
[Signature]
By: Adam Wolfson
By: _____

STATE OF FLORIDA)
COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 18th day of October, 2019, by Adam Wolfson, on behalf of the company, who is personally known to me and did not take an oath.

(Seal)

[Signature]
Notary Public
Printed Name: Lisa Sabrin
Commission Expires: 7.7.22

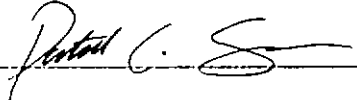


ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated Association at the place designated in this certificate, hereby agrees to act in this capacity, 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 my duties.

Dated this 21 day of October 2019.

ICARD MERRILL

By: 

By: PATRICK C. SEIDENSTICKER

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TALLAHASSEE, FLORIDA