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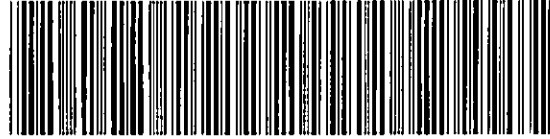
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# CAPITAL CONNECTION, INC.

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RYE RANCH MASTER PROPERTY

OWNER'S ASSOCIATION, INC.

Signature \_\_\_\_\_

Requested by: BA

12/13

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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- ☒ 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 \_\_\_\_\_

FILED  
2020 DEC 13 11:15  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FL

ARTICLES OF INCORPORATION  
OF  
RYE RANCH MASTER PROPERTY OWNER'S ASSOCIATION, INC.  
(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes:

ARTICLE I  
NAME

The name of the corporation shall be RYE RANCH MASTER PROPERTY OWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Master Association"). Its principal office shall be at 35100 State Road 64 E. Myakka City, FL 34251 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II  
NOT-FOR-PROFIT CORPORATION

The Master Association is a not-for-profit corporation.

ARTICLE III  
DURATION

The period of duration of the Master Association is perpetual. Existence of the Master Association shall commence with the filing of these Articles with the Secretary of State. However, if the Master Association is dissolved, the control or right of access to the property containing the Common Areas, as defined in that certain Master Declaration of Covenants and Restrictions for Rye Ranch, as thereafter amended (the "Declaration"), shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, the Master Association's right and obligations pertaining to the Common Areas shall be conveyed to a non-profit corporation similar to the Master Association.

ARTICLE IV  
PURPOSE

The powers of the Master Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Master Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Master Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including, without limitation, adequate assessment of fees for the costs of operation and maintenance of the Surface Water Management System (if applicable) and assessments for services or materials for the benefit of Owners or the Property for which the Master Association has contracted with third party providers.

B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Master Association, including without limitation costs and expenses of management, maintenance, monitoring, operation, repair and replacement of the Common Areas.

C. The power to purchase supplies, materials and lease equipment required for the maintenance, monitoring, repair, replacement, operation and management of the Common Areas.

D. The power to employ the personnel required for the operation and management of the Master Association.

E. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements as set forth in the Declaration.

F. Subject to applicable laws, ordinances and governmental regulation, the power to adopt rules and regulations and to control and regulate the use of the Areas.

G. The power to enforce by any legal means the provisions of these Articles, the By-Laws and the Declaration.

H. The power to borrow money and to select depositories for the Master Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

I. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the management, maintenance, operation, repair, replacement and monitoring of the Common Areas or the operation of the Master Association. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Master Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee. The power to delegate to the management agent, all of the powers and duties of the Master Association, except those matters which must be specifically approved by Members or the Board of Directors, as provided by the Declaration, these Articles of Incorporation, the By-Laws or applicable law.

J. The power to appoint committees as the Board of Directors may deem appropriate.

K. The power to collect delinquent assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Owners, Neighborhood Associations, Members and other Persons in violation of the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

L. Subject to the terms of the Declaration, the power to bring suit and to litigate on behalf of the Master Association.

M. The power to adopt, alter and amend or repeal the By-Laws of the Master Association as may be desirable or necessary for the proper management of the Master Association.

N. The power to contract for all necessary insurance policies in favor of the Master Association.

O. The power to own, purchase, take, receive, lease, devise or bequest, or otherwise

deal in and with real or personal property, or any interest therein.

P. Sell, convey, mortgage, pledge, lease, transfer, or otherwise dispose of all or any part of its property and assets.

Q. The power to acquire, operate and maintain Common Areas, specifically including, but not limited to, roads, parks, trails, recreation areas or facilities, inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

R. Subject to the terms of the Declaration, the power to require all Neighborhood Associations and Owners, as defined in the Declaration, to be members of the Master Association.

S. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Declaration or the By-laws. The Master Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Declaration or the By-laws.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Master Association and the proceeds thereof shall be held in the name of the Master Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Master Association shall be distributed to the Members, directors, or officers of the Master Association. Nothing herein shall prohibit the Master Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Master Association.

Section 4. Limitations. The powers of the Master Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

## ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Master Association.

## ARTICLE VII VOTING RIGHTS

The Members shall have the right to vote on Master Association matters as provided in the Declaration and By-Laws.

## ARTICLE VIII LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Master Association shall be liable for the debts of the Master Association.

ARTICLE IX  
BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Master Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Master Association are:

Name	Address
Stephen J. Cerven	35100 State Road 64 E, Myakka City, FL 34251
Scott A. Falkner	35100 State Road 64 E, Myakka City, FL 34251
A. John Falkner	35100 State Road 64 E, Myakka City, FL 34251

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Master Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Master Association and will have the authority to control the affairs of the Master Association, as are more fully set forth in the Declaration and the By-Laws of the Master Association.

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Master Association.

ARTICLE X  
BY-LAWS

The By-Laws of the Master Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

ARTICLE XI  
CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Master Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws. Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the Incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XII  
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Stephen J. Cerven  
35100 State Road 64 E.  
Myakka City, FL 34251

### ARTICLE XIII OFFICERS

The affairs of the Master Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors, as more fully described in the By-laws. The names and addresses of the initial officers are as follows:

President:	Stephen J. Cerven
Vice President & Secretary:	Scott A. Falkner
Treasurer:	A. John Falkner

### ARTICLE XIV AMENDMENT

For so long as Declarant has the right to appoint or elect a majority of the Board of Directors, these Articles may be amended by Declarant without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of Members representing at least two-thirds (2/3) of the total votes of the Master Association, and the written consent of Declarant for so long as Declarant or any Builder owns and holds any Lot or portion of the Property for sale in the ordinary course of business.

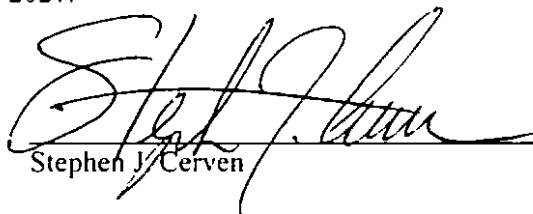
### ARTICLE XV REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Blalock Walters, P.A., and the street address of the registered office of the Master Association shall be 802 11<sup>th</sup> Street West, Bradenton, Florida 34205. The Master Association shall have the change and designate a new registered agent, at any time, without amending these Articles of Incorporation.

### ARTICLE XVI INDEMNIFICATION

Every director and every officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities; including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a director or officer of the Master Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Master Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of December, 2021.

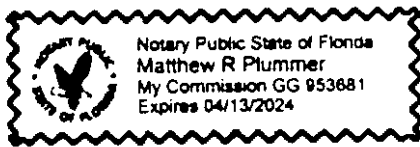
  
\_\_\_\_\_  
Stephen J. Cerven



STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority personally appeared Stephen J. Cerven, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of December, 2021.



Matthew R. Plummer  
(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED.

FIRST--THAT RYE RANCH MASTER PROPERTY OWNER'S ASSOCIATION, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT 35100 STATE ROAD 64 E, MYAKKA CITY, FL 34251.

SECOND--BLALOCK WALTERS, P.A., A FLORIDA CORPORATION, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT 802 11TH STREET WEST, BRADENTON, FLORIDA 34205.

SIGNATURE:



DATE: December 10, 2021.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE:

 on behalf of Blalock Walters, P.A.

DATE: December 10, 2021.

FILED  
CLERK OF COURT  
JAN 13 2022  
BRADENTON, FL