

**N 22 000000904**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H22000043074 3)))



H220000430743ABCW

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)214-8442

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Calusa Cay Property Owners' Association, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

2022 FEB -2 AM 9:02

FILED

510117 2-6-2022

**ARTICLES OF INCORPORATION  
OF  
CALUSA CAY  
PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation (these "Articles"), for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of the corporation is Calusa Cay Property Owners' Association, Inc., hereinafter called the "Association."

**ARTICLE II. PRINCIPAL OFFICE**

The physical address of the Association is 3300 Publix Corporate Parkway, Lakeland, Florida 33811, and the mailing address of the Association is c/o Publix Super Markets, Inc., P.O. Box 407, Lakeland, Florida 33802-0407. The Board of Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE III. REGISTERED AGENT**

Corporate Creations Network Inc., whose address is 801 US Highway I, North Palm Beach, Florida 33408, is hereby appointed the initial registered agent of this Association, and the registered office shall be at said address.

**ARTICLE IV. PURPOSE AND POWERS OF ASSOCIATION**

This Association has been formed in connection with the commercial development known as Calusa Cay, which will be referred to herein as the "Development". The Development is subject to the terms of that certain Declaration of Restrictions, Covenants and Conditions and Grant of Easements to be recorded in the public records of Lee County, Florida, and all amendments thereto, which will refer to the Association and which will be referred to herein collectively as the "Declaration". Capitalized terms used but not defined in these Articles shall have the meanings ascribed to those terms in the Declaration. The Association is organized for the purpose of enforcing and fulfilling the objectives and purposes stated in the Declaration. This Association does not contemplate pecuniary gain or profit to its Members and is formed as the Association described and referred to in the Declaration and shall have the power and responsibility to perform the maintenance and other obligations and responsibilities specified in the Declaration, including, without limitation, the duty to perform the operation, maintenance, repair and replacement of any surface water management system, as described in the Declaration, and shall have the power and authority to enforce the terms, restrictions and other provisions of the Declaration. The Association shall also have such other authority as may be necessary for the purpose of promoting the health, safety, and general welfare of the Owners of property in the Development who are Members of the Association.

In furtherance of such purposes, the Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, the terms of which Declaration are incorporated herein by reference;

2022 FEB -2 AM 9:02  
 FILED  
 CLERK OF COUNTY OF LEE  
 TALLAHASSEE, FLORIDA

(b) Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration and the Bylaws of the Association; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Association;

(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 with the approval of the majority of the votes of the Members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of the majority of the votes of the Members;

(f) Be the responsible entity to hold permits and to operate, maintain, repair and replace common property, specifically including, without limitation, the surface water management system, as permitted by South Florida Water Management District, including all lakes, retention areas, water management areas, pipes, ditches, culverts, structures and related appurtenances;

(g) Adopt such rules and regulations as the Board shall deem appropriate and enforce such rules and regulations;

(h) Sue and be sued;

(i) Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company;

(j) Have and to exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit; and

(k) Have all such other power and authority to take any other action necessary for the purposes for which this Association is organized.

The Association shall be conducted as a nonprofit organization for the benefit of its Members. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration and in accordance with the Bylaws and no part of any net earnings of the Association will inure to the benefit of any Member.

#### ARTICLE V. MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Tract (as defined in the Declaration) shall be a Member of the Association and such membership shall carry all rights, restrictions, benefits, interests, and limitations granted pursuant to the Declaration and Bylaws. Membership shall be appurtenant to and may not be separated from ownership of the Tract. Voting of Members at any meeting of the Members of the Association shall be in accordance with the provisions of the Declaration and Bylaws.

2022 FEB -2 AM 9:02

FILED

#### ARTICLE VI. DURATION

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State Division of Corporations. The period of duration of the Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

#### ARTICLE VII. INCORPORATOR

The name and address of the incorporator of the Association is Akerman LLP, 201 East Las Olas Boulevard, Suite 1800, Fort Lauderdale, FL 33301.

#### ARTICLE VIII. OFFICERS AND DIRECTORS

The affairs of the Association shall be managed by a Board of Directors each of whom shall be a natural person. The Directors shall be appointed or elected, and vacancies filled, pursuant to the provisions of the Declaration and the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Board of Directors. The officers and members of the Board of Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws of the Association.

#### ARTICLE IX. INITIAL DIRECTORS

The number of persons constituting the first Board of Directors of the Association shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors as provided in the Declaration and Bylaws are:

William W. Rayburn  
3300 Publix Corporate Parkway  
Lakeland, FL 33811

Charlene Putnam  
3300 Publix Corporate Parkway  
Lakeland, FL 33811

John Agnelli  
3050 N. Horseshoe Drive  
Suite 105  
Naples, FL 34104

FILED  
2022 FEB -2 AM 9:02  
CLERK OF STATE  
DIVISION OF STATE  
CORPORATIONS  
FLORIDA

#### ARTICLE X. INITIAL OFFICERS

The Officers of the Association shall be a President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person. The initial Officers of the Association who shall serve until the first election at the regular annual meeting are:

President	William W. Rayburn, IV
Secretary and Treasurer	Charlene Putnam
Vice President	John Agnelli

#### ARTICLE XI BYLAWS

The Bylaws of the Association may be made, amended, altered, or rescinded as provided for in the

Bylaws of the Association. However, the initial Bylaws of the Association shall be made and adopted by the initial Board of Directors of the Association.

#### ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, by the affirmative vote of a majority of the voting interests (based on the voting rights of the Members set forth in the Bylaws of the Association) existing at the time of, and present at such meeting. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes. Without the prior written approval of South Florida Water Management District, there shall be no amendment to these Articles of Incorporation which would affect the surface water management system, any retention areas and drainage facilities as further described in the Declaration or which would affect the obligation of this Association to maintain the foregoing.

#### ARTICLE XIII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all of the Members. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE XIV. NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

#### ARTICLE XV. INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the 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.

Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he is not to be

2022 FEB -2 AM 9:02

CLERK OF STATE  
RECEIVED

FILED

indemnified by the Association as authorized by these Articles of Incorporation.

The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another 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 Association would have the power to indemnify him against such liability under the provisions of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 15th day of February, 2022.

Akerman LLP

By: Susan W. Rob

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named registered agent to accept service of process for CALUSA CAY OWNERS' ASSOCIATION, INC. at the place set forth in the foregoing Articles of Incorporation hereby accepts appointment as registered agent and agrees to act in this capacity and to comply with all laws applicable to the performance of such office.

DATED this 15th day of February, 2022

Corporate Creations Network Inc.

By: /s/ Jim Perkins EVP

2022 FEB -2 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED