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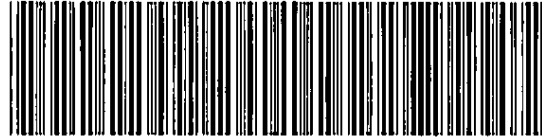
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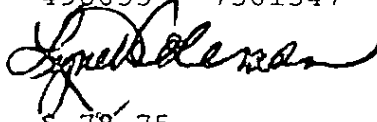
SECRETARY OF
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 496055 7501547

AUTHORIZATION :



COST LIMIT : \$ 78.75

ORDER DATE : February 18, 2022

ORDER TIME : 1:13 PM

ORDER NO. : 496055-005

CUSTOMER NO: 7501547

DOMESTIC FILING

NAME: TOPB OWNERS' ASSOCIATION INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker - EXT.

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
TOPB OWNERS' ASSOCIATION INC.
A Corporation Not For Profit**

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SEAL
TALLAHASSEE, FL

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, the undersigned hereby creates a corporation for the purposes and with the powers herein specified; and to that end does, by these Articles of Incorporation, set forth:

I. **Name.** The name of the corporation shall be: **TOPB OWNERS' ASSOCIATION INC.** (the "**Association**"), with a principal office located at 5801 Pelican Bay Boulevard, Suite 402, Naples, Florida 34108.

II. **Purposes.** The purposes of the Association shall be to administer the operation, maintenance, and management of the common areas referenced in that certain Declaration of Covenants, Conditions and Restrictions (the "**Declaration**") governing certain land situated in Collier County, Florida and owned by Pelican Bay Boulevard, LLC, a Florida limited liability company (the "**Common Areas**") and to perform the acts and duties incident to the operation and management of the Common Areas in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association (the "**Bylaws**") and the Declaration, which will be recorded in the Public Records of Collier County, Florida. The Association shall be conducted as a non-profit organization for the benefit of its members.

III. **Powers.** The Association shall have the following powers:

3.1 All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

3.2 All of the powers which are reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

- (a) Make and establish reasonable Rules and Regulations governing the use of the Common Areas, as such terms are defined in the Declaration.
- (b) Levy and collect assessments in accordance with the Declaration and Bylaws.
- (c) Maintain, repair, replace, operate and manage the Common Areas.
- (d) Contract for the management of the Common Areas and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws.

(e) Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all Rules and Regulations governing use of the Common Areas which may from time to time be established.

(f) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Bylaws.

IV. **Members.** The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

4.1 The Building Owners as referenced in the Declaration.

V. **Duration.** The Association shall have perpetual existence.

VI. **Office.** The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The initial principal place of business shall be 5801 Pelican Bay Boulevard, Suite 402, Naples, Florida 34108.

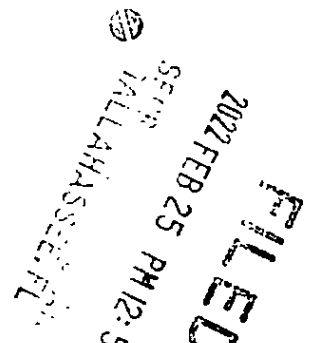
VII. **Management.** The affairs of the Association shall be managed by the Board of Directors of the Association ("Board"), directing and acting through the officers of the Association, including the President of the Association assisted by the Vice President, Secretary and Treasurer always subject to the direction of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel for the operation and management of the Common Areas and the affairs of the Association.

VIII. **Directors.** The initial Board of Directors shall consist of one (1) person, David H. Brody.

IX. **Officers.** The Board of Directors shall elect a President, Vice President, Secretary, Treasurer.

X. **Initial Board.** The names and addresses of the members of the initial Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

David H. Brody
5801 Pelican Bay Boulevard
Suite 402
Naples, Florida 34108



XI. **Initial Officers.** The initial officers of the Corporation, who shall hold office until their successors are elected and have qualified pursuant to these Articles of Incorporation and the By-Laws, shall be the following:

President: David H. Brody
5801 Pelican Bay Boulevard
Suite 402
Naples, Florida 34108

Treasurer: Douglas La Rosa
5801 Pelican Bay Boulevard
Suite 402
Naples, Florida 34108

Secretary: David H. Brody
5801 Pelican Bay Boulevard
Suite 402
Naples, Florida 34108

XII. **Subscriber.** The name of the Subscriber to these Articles of Incorporation and his address, is set forth below:

David H. Brody
5801 Pelican Bay Boulevard
Suite 402
Naples, Florida 34108


XIII. **Bylaws.** The original Bylaws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors are present, and, thereafter, the Bylaws may be amended, altered or rescinded by majority vote, as provided in the By-Laws.

XIV. **Indemnification.** Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests 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.

XV. **Amendment.** An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, whether meeting as members or by instrument in writing signed by them.

XVI. **Registered Agent and Registered Office.** The initial registered agent for the Association shall be Corporation Service Company, and the registered office shall be located at 1201 Hays Street, Tallahassee, Florida 32301, as designated in the attached Certificate. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

IN WITNESS WHEREOF, the Subscriber hereto has hereunto set his hand and seal this 18th day of February, 2022.



David H. Brody

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2022 FEB 25 PM 12:53
SER.
TALLAHASSEE, FL.

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091, 617.0501 and 607.0501, the following is submitted: **TOPB OWNERS' ASSOCIATION, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated 1201 Hays Street, Tallahassee, Florida, 32301 as its initial Registered Office, and has named Corporation Service Company, located at said address, as its initial Registered Agent.

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, is familiar with and accepts the obligations thereof, and agrees to comply with the provisions of Florida Statutes Section 48.091 and 617.0501, relative to keeping open said office.

Eyliena Baker
Assistant Vice President

By: Eyliena Baker

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