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FLORIDA PROFIT/NON PROFIT CORPORATION
Coastal Orthopedics - SR 64 Owners Association, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
COASTAL ORTHOPEDICS – SR 64 OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION; DEFINITIONS

The name of this corporation shall be **Coastal Orthopedics – SR 64 OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 6015 Pointe West Blvd, Bradenton, Florida 34209. Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration for Coastal Orthopedics – SR 64 as has been or shall be recorded in the public records of Manatee County, Florida, as may be amended from time to time ("Declaration").

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Coastal Orthopedics – SR 64 (hereinafter referred to as the "Project") pertaining to drainage functions, and the specific purpose is to perform the functions of the Association contemplated in the Declaration, which purposes shall include but not be limited 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;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish Rules and Regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (g) Maintain, repair and replace the Common Property as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Property;
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida;
- (i) Operate and maintain the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains, and compensation areas, as applicable; and

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(j) Contract for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Association contemplates employing a maintenance company.

The Association shall comply, as applicable, with Florida law, including, but not limited to, Chapter 617, Florida Statutes.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. **Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to Assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. An Owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. **Classes of Membership and Voting; Termination of Class B Membership.** The Association shall have 2 classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the various Lots of the Project except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the schedule set forth in Exhibit E to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, Declarant shall be entitled to solely appoint all members of the Board. Thereafter, the Members shall be entitled to each cast votes for the election of each of the directors, such votes being allocated to the Lots in accordance with Exhibit E to the Declaration. Upon termination of Class B membership (which shall be when Declarant no longer owns any Lots in the Project), all provisions of the Governing Documents referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. **Transferability.** Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. However, should the Association be terminated, dissolved or liquidated, the Surface Water Management System Facilities will be transferred to and maintained by one of the entities identified in Sections 12.3.1(a) through (f) of the Southwest Florida Water Management District's Applicant Handbook Volume I ("Handbook"), which entity shall have the powers listed in Sections 12.3.4(b)1. through 8. of the Handbook, the covenants and restrictions required in Sections 12.3.4(c)1. through 9. of the Handbook, and the ability to accept responsibility for the operation and routine custodial maintenance of the Surface Water Management System Facilities

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described in the Declaration and in Section 12.3.4(d)1. or 2. of the Handbook prior to the Association's termination, dissolution or liquidation. The Southwest Florida Water Management District shall approve such entity prior to such termination, dissolution or liquidation of the Association. Further, for purposes of clarity, the Southwest Florida Water Management District shall have the right to take enforcement measures in accordance with Section 12.3.4(c)(8) of the Handbook.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Paige LeMay
6015 Pointe West Blvd.
Bradenton, FL 34209

ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of 3 individuals. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that notwithstanding the foregoing to the contrary, Declarant shall be entitled to solely appoint all members of the Board of Directors prior to termination of Class B membership. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Paige LeMay	President
Jeff French	Vice President
Court Jackson	Secretary-Treasurer

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Paige LeMay	6015 Pointe West Blvd. Bradenton, FL 34209
Jeff French	6015 Pointe West Blvd. Bradenton, FL 34209

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Court Jackson

6015 Pointe West Blvd.
Bradenton, FL 34209**ARTICLE IX: BY-LAWS**

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a Majority of Voting Interests and the vote of the Class B Member (if existing).

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots in the Project (which consent shall not be unreasonably withheld), and (b) no amendment which will affect any aspect of the Surface Water Management System Facilities located on the Property shall be effective without the prior written approval of the Southwest Florida Water Management District.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, Florida 33324

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Signed this 2nd day of MARCH, 2022.

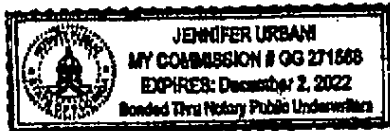
Paige LeMay
Paige LeMay, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 2nd day of MARCH, 2022, by Paige LeMay, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he/she executed the same as his/her free act and deed for the uses and purposes therein set forth. She ☒ is personally known to me or ☐ has produced _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)



Jennifer Urban
(Signature)
Name: Jennifer Urban
(Legibly Printed)
Notary Public, State of Florida
06271568
(Commission Number, if any)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Coastal Orthopedics – SR 84 Owners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of her position as registered agent.

NRAI SERVICES, INC.

By: Patricia A. Boverie

Patricia A. Boverie, Assistant Secretary

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