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**ARTICLES OF INCORPORATION
OF
BEAR GULLY LAKE PRESERVATION ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

In accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, the undersigned, under the provisions of Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit for the purpose and with the powers aforementioned. To that end the undersigned, by these Articles of Incorporation, set forth the following:

**ARTICLE I
NAME**

The name of this corporation is "Bear Gully Lake Preservation Association, Inc.", referred to as the "Association".

**ARTICLE II
DURATION**

The Association shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and mailing address of the Association is 3774 Kinsley Place, Winter Park, Florida 32792, and the name of the initial registered agent of the Association is Daniel J. Gerber, Esquire and the address of the registered agent is 300 S. Orange Avenue, Suite 1400, Orlando, Florida 32801.

**ARTICLE IV
PURPOSE**

The purposes for which the Association is organized are not pecuniary gain or profit to the members thereof. The specific objects and purposes for which it is formed are:

Section 1. To preserve and protect Bear Gully Lake located in Seminole County, Florida, including applying for and receiving services and funds from the State of Florida, Seminole County, Florida and other resources for lake preservation, restoration and aquatic weed control.

Section 2. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

ARTICLE V POWERS

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Bylaws, may be exercised by the Board of Directors of this Association.

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles or the Bylaws. The Association shall also have all of the powers necessary to implement the purposes of the Association.

Section 2. The Association shall have the power to engage in activities which will actively enforce and promote the common interests in all owners of property located on Bear Gully Lake.

Section 3. The Association shall have the power to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, within the Association or with any other association, corporation or any other entity or agency, public or private.

Section 4. The Association shall have the power to adopt, alter or amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association.

Section 5. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the Sections of this Article V are independent powers, not to be restricted by reference or to inference from the terms of any other paragraph or provision of this Article V.

ARTICLE VI MEMBERS

The qualifications of members, the matter of their admission to membership, the termination of such membership and voting by members shall be as follows:

Section 1. Every owner of property located on Bear Gully Lake (Lot) may be a Member of the Association. There shall be one person, with respect to each Lot, who shall be entitled to vote at any meeting of the Members and such person shall be known (and is hereinafter referred to) as a "Voting Member." If a Lot is owned by more than one person, the owners of said Lot shall designate one of them as the Voting Member, or in the case of a corporate Lot Owner, an officer or an employee thereof shall be the Voting Member. Designation of the Voting Member shall be made, as provided by and subject to, the provisions and restrictions set forth in the Bylaws of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Transfer of Lot ownership either voluntarily or by operation of law, shall terminate membership in the

Association, and said membership shall thereupon be vested in the transferee.

Section 2. The right to Membership shall be established by the acquisition of fee simple title to a Lot whether by conveyance, devise, judicial decree, or otherwise, and the membership of any party shall be automatically terminated upon his being divested of his fee ownership in any Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Lots or who may own a fee simple interest in two or more Lots so long as such parties shall retain title to at least one Lot.

Section 3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Lot. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Bylaws which may be hereafter adopted.

Section 4. The Association shall have one class of voting membership.

Section 5. The Bylaws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 30% of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE VII **OFFICERS**

Section 1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election of officers, for the removal from office of officers, for filling vacancies and for the duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties or exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. All officers shall be elected from among the membership of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of President and Vice President shall not be held by the same person nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

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ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is as follows:

Daniel J. Gerber
300 S. Orange Avenue, Suite 1400
Orlando, FL 32801

ARTICLE IX
BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine, not to exceed nine (9). A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. The initial Board of Directors of the Association shall hold office until the next annual meeting.

Section 3. Except for the initial Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election of directors and for the removal from office of directors. All directors shall be members of the Association residing in Bear Gully Lake or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 4. Except for the first Board of Directors, Members elected to the Board of Directors shall hold office for the terms set forth in the Bylaws.

Section 5. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE X
BY-LAWS

The Bylaws of the Association consistent with these Articles of Incorporation shall be adopted by the first Board of Directors, and may be altered, amended or rescinded in the manner provided for in the Bylaws.

2022 MAR 14 AM 7:00

ARTICLE XI
TAX EXEMPTION

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes and powers set forth in Articles II and III hereof. If determined by the Board of Directors, the Association shall qualify as a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision to any future Internal Revenue law.

ARTICLE XII
INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he has reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

2022 MAR 14 AM 7:00
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Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 this Article.

Section 6. The provisions of this Article XII may not be amended to reduce the benefits of the indemnification set forth in this Article XII.

ARTICLE XIII **DISSOLUTION**

The Association may be dissolved, other than incident to a merger or consolidation, with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a 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. In the event that 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 **AMENDMENTS**

Section 1. These Articles of Incorporation may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

2. Resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being so proposed it must be submitted to the membership for approval and thereupon receive such approval. Such approval must be by affirmative vote of a majority of the votes which Members present at such meeting or represented by proxy are entitled to cast.

Section 2. In case of any conflict between these Articles of Incorporation and the Bylaws,

these Articles shall control.

ARTICLE XV
EFFECTIVE DATE OF INCORPORATION

The Association shall be deemed to have come into existence on March 1, 2022.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 1st day of March, 2022.



Daniel J. Gerber, Incorporator

The undersigned hereby accepts the office of registered agent.



Daniel J. Gerber, Registered Agent

2022 MAR 14 AM 7:00
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DALLAS