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FLORIDA PROFIT/NON PROFIT CORPORATION
PUNTA GORDA COMMONS PROPERTY OWNERS ASSOCIATION,
INC

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ARTICLES OF INCORPORATION
OF
PUNTA GORDA COMMONS PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Punta Gorda Acquisitions II, LLC for the purposes set forth below. The capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Punta Gorda Commons, a commercial subdivision ("Declaration").

ARTICLE 1
NAME

The name of the corporation, herein called the "Association," is PUNTA GORDA COMMONS PROPERTY OWNERS ASSOCIATION, INC., and its principal address is 201 North Franklin Street, Suite 2000, Tampa, Florida 33602.

ARTICLE 2
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the maintenance of Common Areas and facilities at Punta Gorda Commons, a commercial subdivision according to the subdivision plat to be recorded in the Public Records of Charlotte County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit, including those set forth in Section 617.0302, Florida Statutes, except as limited or modified by these Articles, the Declaration, or Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to the following:

2.1 To make and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.

2.2 To acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real and personal property in connection with the affairs of the Association.

2.3 To protect, maintain, repair, replace and operate the Association property, specifically including, but not limited to, the surface water management system as permitted by South Florida Water Management District, including lakes, retention areas, landscaping, buffer, conservation easements and areas, culverts and related appurtenances.

2.4 To purchase insurance upon the Association property and the Common Areas for the protection of the Association and its members.

2.5 To reconstruct Common Area improvements after casualty and to make further improvements of the Common Areas.

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2.6 To make, amend and enforce reasonable rules and regulations governing the use of the Lots and Common Areas within Punta Gorda Commons, a commercial subdivision, and the operation of the Association.

2.7 To enforce the provisions of the Declaration, these Articles, and the Bylaws, and any rules and regulations of the Association ("Association Documents").

2.8 To maintain the records of the Association, including permits issued by the South Florida Water Management District.

2.9 To contract for the management and maintenance of Association property and the Common Areas, to delegate any powers and duties of the Association in connection therewith except such as may be specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

2.10 To employ accountants, attorneys, architects, and other professional consultants to perform the services required for proper operation of the Association.

2.11 To borrow or raise money for any of the purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

2.12 To sue and be sued.

2.13 To contract for services necessary to operate and maintain the surface water management system for Punta Gorda Commons, a commercial subdivision.

2.14 To grant easements over the Common Area and to accept easements over other property so long as such easements are for the benefit of the members of the Association as determined by the Board of Directors.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Association Documents.

ARTICLE 3 MEMBERSHIP

The Members of the Association shall consist of all record owners of a fee simple interest in one or more Lots in the subdivision, as further provided in the Declaration. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Lot owned by that Member. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration.

ARTICLE 4 TERM

The term of the Association shall be perpetual.

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**ARTICLE 5
BYLAWS**

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

**ARTICLE 6
DIRECTORS AND OFFICERS**

The affairs of the Association will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.

Prior to Turnover, the Directors of the Association shall be appointed by the Declarant. Following Turnover, the Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors following the incorporation of the Association and shall serve until resignation or until their successors are duly qualified and appointed by Declarant, its successors and assigns.

**ARTICLE 7
AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

7.1 Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors.

7.2 Procedure. Upon any amendment or amendments to these Articles being proposed by the Board, such proposed amendment(s) shall be submitted to a vote by the Board of Directors. Voting may be done in person at a meeting of the Directors, or by written consent of the Directors without need for a meeting pursuant to Section 617.0821, Florida Statutes.

7.3 Vote Required. Except as otherwise required by Florida law, following Turnover, these Articles of Incorporation may be amended by a vote of the seventy-five percent (75%) of the voting interests present at any annual or special meeting of the Members, or by approval in writing of seventy-five percent (75%) of the voting interests of the Members without a meeting, provided that written notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

7.4 Limitation. No amendment shall be made that is in conflict with the Declaration of Covenants, nor shall any amendment abridge, alter or amend the rights of the Declarant without Declarant's consent.

7.5 Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida.

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**ARTICLE 8
INITIAL DIRECTORS**

The initial directors and officers of the Association shall be:

Scott G. Russel – President/Director
1715 Monroe Street
Fort Myers, Florida 33901

Charles A. Moore, III – Vice President/Secretary
1715 Monroe Street
Fort Myers, Florida 33901

Donya Beckman – Treasurer/Director
1715 Monroe Street
Fort Myers, Florida 33901

**ARTICLE 9
INITIAL REGISTERED AGENT**

The initial registered office of the Association shall be:

HF Registered Agents, LLC
1715 Monroe Street
Fort Myers, Florida 33901

**ARTICLE 10
INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on them in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved:

- 10.1 Willful misconduct or a conscious disregard for the best interests of the Association;
- 10.2 A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
- 10.3 A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

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**ARTICLE 11
DISSOLUTION**

In the event of dissolution of the Association, the Association shall have the power to dedicate the operation and maintenance of the Common Areas, and specifically the surface water management system, to an appropriate agency of local government for purposes of operating and maintaining said common property in accordance with South Florida Water Management District requirements, or if not accepted by such local agency, then the surface water management system shall be dedicated to a successor or similar non-profit corporation.

**ARTICLE 12
INCORPORATORS**

The name and address of the entity signing these Articles of Incorporation is as follows:

Punta Gorda Acquisitions II, LLC
201 North Franklin Street, Suite 2000
Tampa, Florida 33602

WHEREFORE, the incorporator has caused these presents to be executed this JUNE, 2022.

PUNTA GORDA ACQUISITIONS II, LLC, A FLORIDA
LIMITED LIABILITY COMPANY

Scott G. Russel

Print: Scott G. Russel
Title: Manager

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

In compliance with the laws of Florida, the following is submitted:

Punta Gorda Commons Property Owners Association, Inc., desiring to organize under the laws of the State of Florida, has named HF Registered Agents, LLC, 1715 Monroe Street, Fort Myers, Florida 33901, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations pursuant to the applicable Florida Statutes.

HF REGISTERED AGENTS, LLC

Erin E. Houck-Toll
Print: Erin E. Houck-Toll
Title: Vice-President