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FLORIDA PROFIT/NON PROFIT CORPORATION
Coconut Trace Professional Center Condominium Assoc

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ARTICLES OF INCORPORATION**OF****COCONUT TRACE PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Business Corporate Acts.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Coconut Trace Professional Center Condominium Association, Inc., and the street address of the initial principal office is 14290 Metropolis Avenue, Suite 1, Fort Myers, Florida 33912. The principal office may be changed from time to time by the Board of Directors.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Condominium and the Florida Not-For-Profit Corporations Act shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Not-for-Profit Corporations Act for the operation of Coconut Trace Professional Center, a Condominium (the "Property") located in Lee County, Florida. The Association is organized and shall exist on 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. 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 under the laws of the State of Florida including Section 617.0302, Florida Statutes, except as expressly limited or modified by these Articles, the Declaration of Condominium (the "Declaration"), Bylaws and the Rules and Regulations (these Articles, the Declaration, Bylaws and Rules and Regulations shall be collectively referred to herein as the "Governing Documents"); and it shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

- A. To fix, levy, collect and enforce assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- B. To operate, protect, maintain, repair, replace and operate the Common Elements.
- C. To purchase insurance for the protection of the Association and its members.
- D. To repair and reconstruct improvements after casualty, and to make further improvements of the Common Elements and Association property.
- E. To establish, amend and enforce reasonable rules and regulations as set forth in the Declaration.

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F. To enforce the provisions of the laws of the State of Florida that are applicable to the Property, and the Governing Documents.

G. To contract for services to provide for the operation, management and maintenance of the Property and the Common Elements, and of all property dedicated to the Association, including any surface water management system facilities (to the extent not maintained by the Master Association), and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association.

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Property.

I. To borrow money as necessary to perform its other functions hereunder.

J. To grant, modify or move any easement.

K. To sue and to be sued.

L. To acquire, own and convey real and personal property and easements or licenses therein.

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 Governing Documents.

ARTICLE IV

MEMBERSHIP:

A. The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium as further provided in the Bylaws.

B. 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 his unit.

C. The Owners of each unit, collectively, shall be entitled to their unit's respective Voting Interest in Association matters, such Voting Interest being calculated in the manner provided in the Declaration. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual. On dissolution of the assets of the Association, including, without limitation, the control or right of access to the property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental agency or public utility for use in carrying out the continued maintenance and operation of the Common Elements and other duties of the Association. If such conveyance and/or dedication is refused acceptance, such assets shall be granted, conveyed and dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the Common Areas and other duties of the Association.

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ARTICLE VI

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

ARTICLE VII**DIRECTORS AND OFFICERS:**

A. The affairs of the Association shall 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.

B. Directors of the Association shall initially be appointed by and shall serve at the pleasure of the Declarant, and following transition 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.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

The initial Directors are as follows:

Jeffrey Motto
Jim Nashman
Orlando Fernandez

The initial Officers are as follows:

Jeffrey Motto – President
Jim Nashman – Vice President
Orlando Fernandez – Secretary/Treasurer

ARTICLE VIII

AMENDMENTS: Prior to transition of control of the Board of Directors from the Declarant, amendments shall be adopted by the Board of Directors. Subsequent to transition of control of the Board of Directors, a proposed amendment shall be adopted if it is approved by two-thirds (2/3) of the Members who are present and voting at a duly called Members meeting. Notwithstanding the foregoing, as long as Declarant owns a Unit, an amendment to the Articles of Incorporation shall not be effective without the prior written consent of Declarant, which consent may be denied in Declarant's discretion, provided, further, that regardless of whether Declarant owns a unit, Tract or Parcel, no amendment shall be effective if it affects the Declarant's rights or alters any provision made for the Declarant's benefit. An amendment shall become effective upon filing with the Secretary of State and recording the amendment in the Public Records of Lee County, Florida.

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ARTICLE IX

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 attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his 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 his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. 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.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Sean M. Ellis, Esquire
Roetzel & Andress, LPA
2320 First Street, Suite 1000
Fort Myers, Florida 33901

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

CT Corporation
1200 S Pine Island Road #250
Plantation, FL 33324

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 29th day of June, 2022.

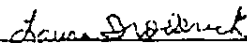
INCORPORATOR:



Sean M. Ellis, Esquire**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the initial registered agent, hereby accepts the appointment as the Registered Agent for the Corporation.

CT CORPORATION SYSTEM

By: 
Print Name: _____
Title: _____

Laura Broderick
Assistant Secretary

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