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FLORIDA PROFIT/NON PROFIT CORPORATION
CABO RIO RV RESORT PROPERTY OWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
CABO RIO RV RESORT PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, acting as the Incorporator of this corporation pursuant to Chapter 617, *Florida Statutes*, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation (the "**Articles**") for such corporation:

ARTICLE I - NAME

Section 1.1. The name of the corporation shall be CABO RIO RV RESORT PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation. For convenience, the corporation shall be referred to in this instrument as the "**Association**."

ARTICLE II - DURATION

Section 2.1. The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III - DEFINITIONS

Section 3.1. Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Cabo Rio RV Resort recorded or to be recorded in the Public Records of St. Lucie County, Florida, as it may be amended or supplemented from time to time (the "**Declaration**").

**ARTICLE IV – ADDRESS OF PRINCIPAL OFFICE AND
MAILING ADDRESS OF ASSOCIATION**

Section 4.1. The principal office address and the mailing address of the Association shall be 4995 Conley Place, Fort Pierce, Florida 34951.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

Section 5.1. The initial street address of the registered office of this Corporation in the State of Florida shall be 4995 Conley Place, Fort Pierce, Florida 34951. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is James Chalmers. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - PURPOSE AND POWERS OF THE ASSOCIATION

Section 6.1. The Association is organized to provide for the acquisition, construction, management, maintenance, and care of, including the preservation and architectural control of, the Development, and to promote the health, safety and general welfare of the members of the Association, as provided in the Declaration. The Association shall have all the powers of a

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nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the Declaration; provided, however, that the Association is specifically prohibited from engaging in any political activity or any other activity whereby its status as a not-for-profit corporation or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the members and for the maintenance, administration and improvement of the Development. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Declaration, these Articles of Incorporation or the Bylaws. The Association shall not pay dividends and no part of any income or net earnings of the Association shall be distributed to its members, directors, officers or other private individual.

ARTICLE VII - MEMBERSHIP

Section 7.1. Membership. Each Owner, including the Declarant, shall be a member of the Association. No Owner, whether one (1) or more Persons, shall have more than one (1) membership per Unit owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member of the Association. The Association membership of each Owner shall be appurtenant to the Unit giving rise to such membership and shall not be transferred except upon the transfer of title to said Unit and then only to the transferee of title thereto. Any prohibited separate transfer of a membership in the Association shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. The membership of an Owner in the Association shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the Declaration, and/or the Bylaws.

Section 7.2. Voting Rights. The voting rights of members in the Association shall be as set forth in the Declaration and the Bylaws, as the same may be amended from time to time.

ARTICLE VIII - BOARD OF DIRECTORS

Section 8.1. The business and affairs of the Association shall be managed by a Board of Directors as provided in the Declaration and Bylaws. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles of Incorporation and the Bylaws are:

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<u>Name</u>	<u>Address</u>
James Chalmers	4995 Conley Place Fort Pierce, Florida 34951
Carrie Chalmers	4995 Conley Place Fort Pierce, FL 34951
Russ Knowles	3800 Anacostia Pl Fort Pierce, FL 34949

The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX - OFFICERS

Section 9.1. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	James Chalmers	4995 Conley Place Fort Pierce, Florida 34951
Secretary	Carrie Chalmers	4995 Conley Place Fort Pierce, FL 34951
Treasurer	Carrie Chalmers	4995 Conley Place Fort Pierce, FL 34951

ARTICLE X - INDEMNIFICATION

Section 10.1. The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to

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others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XI - BYLAWS

Section 11.1. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII – AMENDMENTS AND CONFLICTS

Section 12.1. Notice. Amendments to these Articles shall be proposed and approved by a two-thirds (2/3) vote of the Board of Directors. No amendment shall be effective until filed with the office of the Secretary of State of the State of Florida. A certified copy of each amendment shall be recorded in the Public Records of St. Lucie County, Florida.

Section 12.2. Proviso. No amendment to these Articles may be adopted which would eliminate, modify, prejudice, abridge, or otherwise adversely affect any rights, benefits, privileges, or priorities granted or reserved to the Declarant or the Recreation Parcel owner or operator (as applicable, if different from the Declarant) without the consent of said party in each instance. No amendment shall be made that is in conflict with applicable law or the Declaration.

Section 12.3. Declarant Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

Section 12.4. Conflicts. To the extent of any conflict between any term or provision of the Declaration, these Articles, the Bylaws or the Rules and Regulations, the term or provision in the document of highest priority shall control and prevail, with the order of priority being as follows: (i) Declaration, (ii) Articles, (iii) Bylaws, (iv) Rules and Regulations.

ARTICLE XIII - INCORPORATOR

Section 13.1. The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Cabo Rio Land Holdings, LLC	4995 Conley Place Fort Pierce, Florida 34951

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ARTICLE XIV - NONSTOCK CORPORATION

Section 14.1. The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XV - DISSOLUTION

Section 15.1. In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, *Florida Statutes*, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation this 10 day of october, 2022.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

CABO RIO LAND HOLDINGS, LLC, a
Florida limited liability company

By: 
James Chalmers, its Manager

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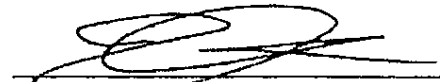
**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, *Florida Statutes*, the following is submitted in compliance with said Acts.

CABO RIO RV RESORT PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 4995 Conley Place, Fort Pierce, Florida 34951, has named James Chalmers, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Chalmers

Date: 10.10. 2022