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## FLORIDA PROFIT/NON PROFIT CORPORATION

Entrada West Commercial Park Property Owner's Association, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
ENTRADA WEST COMMERCIAL PARK PROPERTY OWNER'S ASSOCIATION, INC**

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Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by the undersigned, Pavese Law Firm, its Authorized Member of PLF Registered Agent, L.L.C., 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

**ARTICLE I**

**NAME:** The name of this corporation is ENTRADA WEST COMMERCIAL PARK PROPERTY OWNER'S ASSOCIATION, INC. a Florida not-for-profit corporation ("Association").

**ARTICLE II**

**PRINCIPAL OFFICE:** The initial principal office of the corporation is located at 5391 Lakewood Ranch Blvd, Suite 100, Sarasota, FL 34240.

**ARTICLE III**

**PURPOSE AND POWERS:** The Association is created for the purpose of providing an entity for the operation of a commercial development known as Entrada West Commercial Park located in Lee County, Florida.

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States, and the State of Florida pursuant to Chapter 617, Florida Statutes. The Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation 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 an Association not-for-profit under Florida law, including those powers set forth in Chapter 617, Florida Statutes (2021), except as limited or modified by these Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions for Entrada West Commercial ("Declaration"), or the Bylaws of the Association, and shall have all of the powers and duties reasonably necessary to operate the Development pursuant to the Declaration, and as it may hereafter be amended, including, but not limited to, the power to:

(A) Fix, levy, and collect assessments against all 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.

(B) Own, lease, maintain, repair, replace, or operate the Common Areas, including the permitted Stormwater Management System.

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(C) Purchase insurance upon the Common Areas for the protection of the Association and its Members.

(D) Reconstruct improvements after casualty and make further improvements of the Common Areas.

(E) Make, amend, and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.

(F) Sue and be sued, and enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association.

(G) Contract for the management and maintenance of the Common Areas and delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(H) Employ accountants, attorneys, architects, or other professional personnel to perform the services required for proper operation of the Development.

(I) Acquire, own, and convey real property, and enter into agreements or acquire leaseholds, easements, memberships, and other possessory or use interests in lands or facilities. The Association has this power whether or not the lands or facilities are contiguous to the lands of the Development if they are intended to provide enjoyment, recreation, or other use or benefit to the Members.

(J) Borrow or raise money for any purposes of the Association; draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance, or assignment in trust, of the whole or any part of the rights or property of the Association.

Except as provided herein and in the Declaration, all funds and title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

#### ARTICLE IV

##### DIRECTORS AND OFFICERS:

(A) The number of Directors shall initially consist of three (3), but may be increased pursuant to the Bylaws, and in no event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the Bylaws of the Association.

(B) Directors of the Association shall be elected by the Members in the manner determined in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

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(C) 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 at its first meeting after the annual meeting of the Members and shall serve at the pleasure of the Board.

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#### **ARTICLE V**

##### **INITIAL DIRECTORS:**

The initial Directors and Officers of the Association, who, subject to the Bylaws of the Association, shall hold office for the first year of existence of this Association or until his or her successor is elected and has qualified, are:

J. Brett Hutchens	President/Director	5391 Lakewood Ranch Blvd, Suite 100 Sarasota, FL 34240
Ashley Barrett Bloom	Vice President/Director	2044 Constitution Blvd Sarasota, FL 34231
Massimo Rastrelli	Secretary/Treasurer/Director	5391 Lakewood Ranch Blvd, Suite 100 Sarasota, FL 34240

#### **ARTICLE VI**

**REGISTERED OFFICE AND INITIAL REGISTERED AGENT:** The street address of the initial Registered Office of the Association is 1833 Hendry Street, Fort Myers, Florida 33901. The name of the initial Registered Agent of the Association is PLF Registered Agent, L.L.C.

#### **ARTICLE VII**

**INCORPORATOR:** The name and address of the incorporator is PLF Registered Agent, L.L.C., 1833 Hendry Street, Fort Myers, Florida 33901.

#### **ARTICLE VIII**

**MEMBERSHIP:** The qualifications required for membership, and the manner in which Members shall be admitted to membership, shall be as stated in the Declaration and/or the Bylaws of the Association. Each and every owner of a tract in the Development shall be a Member of the Association.

#### **ARTICLE IX**

**STORMWATER MANAGEMENT SYSTEM:** In addition to the powers set forth in Article III, the Association shall also have the following powers and duties applicable to the Stormwater Management System:

(A) Unless the operation and maintenance is conveyed to another entity, the Association shall operate, maintain, manage, and control the Stormwater Management System in a manner consistent with the requirements of the South Florida Water Management District permit as filed and all applicable rules, and shall have the power to assist in the enforcement of the restrictions and covenants contained the Governing Documents.

(B) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System.

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(C) The Stormwater Management System assessments shall be used for the maintenance and repair of the Stormwater Management Systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage, structures and drainage easements.

#### **ARTICLE X**

**EXISTENCE; DURATION; DISSOLUTION:** The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall exist in perpetuity. Notwithstanding anything in the foregoing to the contrary, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. In the event of termination, dissolution, or final liquidation of the Association, other than incident to merger or consolidation, the responsibility for the operation and maintenance of the Stormwater Management System and the assets must be transferred or dedicated to and accepted by an entity that complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit association, association, trust, or other organization to be devoted to such similar purposes.

#### **ARTICLE XI**

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the corporation against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her 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 established that the Director's or Officer's actions or omissions to act were material to the cause adjudicated, and involved:

(A) Willful misconduct or a conscious disregard for the best interest 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 or her action was unlawful or had reasonable cause to believe his or her action was lawful.

(C) A transaction from which the Director or Officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or Officers appointed by the Declarant in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved 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 XII**

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**BYLAWS:** The Bylaws of the Association may be made, adopted, altered, or rescinded by the Directors at any regular meeting or any special meeting called for the purpose, so long as they are not inconsistent with the provisions of these Articles.

### **ARTICLE XIII**

**AMENDMENTS:** Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws, shall be submitted to a vote of the membership and shall be adopted if approved by a two-thirds (2/3) affirmative vote of the membership present in person or by proxy, at a meeting of the Members properly called and noticed as provided in the Bylaws. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

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For the purpose of forming Entrada West Commercial Park Property Owner's Association, Inc., under the laws of the State of Florida, the undersigned, Pavese Law Firm, its Authorized Member of PLF Registered Agent, L.L.C., being the incorporator of this Association, has executed these Articles of Incorporation as of the \_\_\_\_\_ day of November, 2022.

PLF REGISTERED AGENT, L.L.C.  
a Florida limited liability company

By: Pavese Law Firm, its Authorized Member.

By: \_\_\_\_\_  
Charles Bryan Capps Partner

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence this \_\_\_\_\_ day of November, 2022, by Charles Bryan Capps, Partner with Pavese Law Firm, Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me.

Notary Seal/Stamp

NOTARY PUBLIC

Sign: \_\_\_\_\_  
Print: \_\_\_\_\_

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated Association at the place designated in this Certificate, hereby agrees to act in this capacity, is familiar with and accepts the obligations of this position, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Dated this \_\_\_\_\_ day of November, 2022.

PLF REGISTERED AGENT, L.L.C.  
a Florida limited liability company

By: Pavese Law Firm, its Authorized Member.

By: \_\_\_\_\_  
Charles Bryan Capps, Partner

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