

From: Rich Valente

Fax:

To: 806-76-3100@tax.com

(817) 617-6381

Page: 2 of 8

05/09/2023 2:20 PM

H230001731753

12300005679

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H230001731753))



H230001731753ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : PAVESE LAW FIRM
Account Number : I20130000057
Phone : (239)334-2195
Fax Number : (239)332-2243

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: dauidnegie@lennar.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Willowgreen at Babcock Ranch Commons Association Inc

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED

2023 MAY -9 PM 2:42

REGISTRARS
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

2023 MAY -9 PM 1:22
REGISTRARS
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H230001731753

EXHIBIT "B"**ARTICLES OF INCORPORATION
OF
WILLOWGREEN AT BABCOCK RANCH COMMONS ASSOCIATION, INC.**

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 the corporation is Willowgreen at Babcock Ranch Commons Association, Inc. (Commons Association").

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 10481 Six Mile Cypress Parkway, Fort Myers, Florida 33966.

ARTICLE III

PURPOSE AND POWERS: This Commons Association will not permit pecuniary gain or profit nor distribution of its income to its Members, Officers, or Directors. It is a corporation not-for-profit organized on a non-stock basis for the purpose of providing a residential homeowners' association. For the accomplishment of its purpose, the Commons Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit, except as limited or modified by these Articles of Incorporation and the Commons Declaration of Covenants, Conditions, and Restrictions for Willowgreen at Babcock Ranch (Commons Declaration") to be recorded in the Public Records of Charlotte County, Florida, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood subject to the said recorded Commons Declaration, as it may from time to time be amended, including, but not limited, to the power to:

(A) Fix, levy, collect, and enforce payment by any lawful means all charges or assessments levied pursuant to the Commons Declaration; and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Commons Association, including all license fees, taxes, or governmental charges.

(B) Enforce any and all covenants, conditions, restrictions and agreements applicable to the residential neighborhood known as Willowgreen at Babcock Ranch.

(C) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Commons Association.

(D) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.

H230001151 155

(E) Dedicate, sell, or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.

(F) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.

(G) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation, or annexation shall have the consent of at least two-thirds (2/3) of the voting interests of the Commons Association.

(H) Establish rules and regulations in accordance with the Governing Documents.

(I) Sue and be sued.

(J) Exercise any and all powers, rights, and privileges that a homeowners' association organized under Chapter 720, Florida Statutes, may now or hereafter have or exercise; subject always to the Commons Declaration, as amended from time to time.

(K) Contract for services necessary to operate and maintain the Common Areas and improvements located thereon.

(L) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by the Southwest Florida Water Management District, including, but not limited to, all lakes, retention areas, culverts, and related appurtenances.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in the Bylaws of the Commons Association. However, all Owners of Lots and Living Units (as defined in the Commons Declaration) within Willowgreen at Babcock Ranch shall be Members of the Commons Association.

ARTICLE V

TERM: The Commons Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Commons Association shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Commons Association may be terminated in accordance with the Commons Declaration and the Bylaws, subject however to any required prior governmental approval and the Babcock Ranch Community Documents (as defined in the Commons Declaration), and provided that, upon such termination, proper written consent must be duly recorded in the Public Records of Charlotte County, Florida. In the event of dissolution, the assets owned by the Commons Association, including, without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Commons Association.

ARTICLE VI

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

H230001151 155

ARTICLE VII

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

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.

(B) Procedure. A proposed amendment must be submitted to a vote of the Members not later than the next annual meeting for which proper notice can still be given.

(C) Vote Required. Except as otherwise required by Florida law, and subject to such additional approval as required under the Babcock Ranch Community Documents (as defined in the Commons Declaration), a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Commons Association present and voting at any annual or special meeting called for the purpose, provided that notice of any proposed amendment must be given to the Members of the Commons Association, and the notice must contain the full text of the proposed amendment.

(D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida, with the same formalities as are required in the Commons Declaration for recording amendments to the Commons Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Commons Association will be administered by a Board of Directors consisting of the number of Directors set in the Bylaws, but never less than three (3), and in the absence of a Bylaw provision shall consist of three (3) Directors.

(B) Directors of the Commons 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.

(C) The business of the Commons 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.

ARTICLE IX

INITIAL DIRECTORS AND OFFICERS:

The initial Directors and Officers of the Commons Association shall be:

Gregory Roughgarden President/Director

10481 Six Mile Cypress Parkway
Fort Myers, FL 33966

Matthew Koratich Vice President/Director

10481 Six Mile Cypress Parkway
Fort Myers, FL 33966

2023 MAY -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

David Negip

Secretary/Treasurer/Director

10481 Six Mile Cypress Parkway
Fort Myers, FL 33966

ARTICLE X

REGISTERED OFFICE AND INITIAL REGISTERED AGENT:

The street address of the initial Registered Office of the Commons Association is 1833 Hendry Street, Fort Myers, Florida 33901. The name of the initial Registered Agent of the Commons Association is PLF Registered Agent, L.L.C., 1833 Hendry Street, Fort Myers, Florida 33901.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Commons Association shall indemnify and hold harmless every Director and every Officer of the Commons Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on said Director or Officer in connection with any legal proceeding (or settlement or appeal of such proceeding) to which said Director or Officer may be a party because of his or her being or having been a Director or Officer of the Commons Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that said 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 interests of the Commons Association, in a proceeding by or in the right of the Commons 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 it was lawful.

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

(D) Recklessness, or an act or omission that was committed in bad faith or with malicious purpose, or in a manner exhibiting wanton and willful disregard for human rights, safety, or property, in an action by or in the right of someone other than the Commons Association or a Member.

(E) Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Commons Association.

In the event of a settlement, there is no right to indemnification unless a majority of the disinterested Directors approve such settlement as being in the best interest of the Commons 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

FILED
2023 MAY -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FL

H230001131753

For the purpose of forming the Willowgreen at Babcock Ranch Commons 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 Commons Association, has executed these Articles of Incorporation as of the 15th day of May, 2023.

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

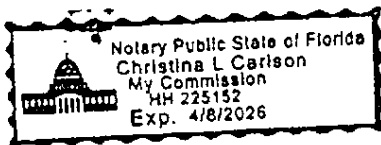
By: Pavese Law Firm, its Authorized Member

By: [Signature]
Charles B. Capps, Managing Partner

STATE OF FLORIDA)
)
COUNTY OF LEE)

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence this 15th day of May, 2023, by Charles B. Capps, Managing Partner of 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, State of Florida

Sign: [Signature]
Print: Christina L. Carlson

FILED
2023 MAY -9 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FL

H2300011731753

H23000113115

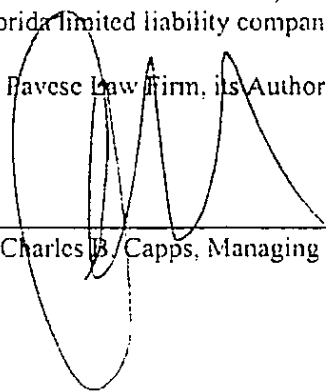
CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated Commons 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 15th day of May, 2023.

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

By: Rayse Law Firm, its Authorized Member

By: 
Charles B. Capps, Managing Partner