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FLORIDA PROFIT/NON PROFIT CORPORATION
CALOOSA COVE CANAL AND ROADWAY ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
CALOOSA COVE CANAL AND ROADWAY 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 Corporation Act.

ARTICLE I

NAME: The name of the corporation is Caloosa Cove Canal and Roadway Association, Inc., a Florida not-for-profit corporation (hereinafter called the "Association") and the street address of the initial principal office of the Association is 15240 Cove Lane, Fort Myers, Florida 33908. The principal office may be changed from time to time by the Board of Directors.

ARTICLE II

DEFINITIONS: The definitions set forth in Chapter 617, Florida Statutes, Florida Not For Profit Corporation Act, and, subject to Article III below, Chapter 720, Florida Statutes, the Homeowners Associations Act (the "Act"). In addition and without limitation, the following terms used in these shall have the meanings stated below unless the context otherwise requires.

A. "Canal Parcel" means a certain parcel of real property located in Lee County, Florida, consisting of certain portions of the Canal and Wall Area (both defined below) abutting Lot 1, Lot 2 and Lot 3, as more particularly described in that certain deed conveying such Canal Parcel to the Association.

B. "Canal" means and refers to the submerged lands and waterways of the canal located within the Subdivision as depicted on the Plat (including the Canal Parcel), but specifically excluding the (i) seawall abutting each of the Lots and (ii) the Wall Area.

C. Except as expressly stated to the contrary herein, the terms "Parcels" and "Lots" shall be utilized interchangeably, and shall refer to the five (5) residential Parcels in the Subdivision (defined below) intended for residential use and occupancy, as shown on the Plat. The term "Parcel" or "Lot" does not include the Canal or Wall Area.

D. "Plat" means the unrecorded Plat of Caloosa Cove Subdivision, as shown in Official Records Book 136, Page 594, in the Public Records of Lee County, Florida, as may hereafter be amended from time to time.

E. "Subdivision" means and refers to the Caloosa Cove Subdivision located in Fort Myers, Lee County, Florida, as more particularly shown on the Plat.

F. "Wall Area" means and refers to that certain portion of real property (including the vegetation thereon, if any), rock wall, and seawall located westerly of the Canal, all of which may be modified in accordance any Declaration (defined below), both of which are located westerly of the Canal and parallel to Lot 1, Lot 2 and Lot 3, as shown on the Plat. For clarity, the Wall Area specifically excludes the seawall located within the boundary of Lot 5 as more particularly depicted on the Plat.

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ARTICLE III

PURPOSE AND POWERS: The initial purpose for which the Association is organized is to provide an entity pursuant to the Florida Not For Profit Corporation Act for the operation of the Canal Parcel within the Subdivision. 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 (including, without limitation, all the powers set forth in Section 617.0302, F.S.).

In addition to the foregoing and without limitation, provided a declaration of covenants for the Subdivision ("Declaration") is recorded subsequent to these Articles, then the Association shall have all of the powers and duties of a homeowners association under the laws of the State of Florida (and, in such case, all definitions within the Declaration and the Act shall apply), except as expressly limited or modified by these Articles, any Declaration, Bylaws and any rules and regulations (collectively, the "Governing Documents") which may hereafter be recorded and/or amended, including but not limited to the following:

- A. To make and collect 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 protect, maintain, repair, replace and operate the Association property and all Common Areas (as defined in the Declaration), pursuant to the responsibilities for such maintenance as such responsibility is prescribed to the Association by the Declaration.
- 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 Areas and Association property.
- E. To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.
- F. To enforce the provisions of the laws of the State of Florida that are applicable to the Subdivision, and the Governing Documents.
- G. To contract for the operation, management and maintenance of the Subdivision, the Association property and all Common Areas (including, without limitation, easements and the Surface Water Management System) and any corresponding infrastructure, 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 Subdivision.
- I. To borrow money as necessary to perform its other functions hereunder and to pledge personal property of the Association in accordance therewith.
- J. To grant, modify or move any easement subject to any limitations contained in the Declaration.
- K. To sue and to be sued.

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L. To own, acquire and convey property, and to grant and acquire easements subject to any limitations contained in the Declaration.

All the powers of the Association, including those specifically listed above, shall be exercised by the Board alone, unless the Governing Documents or the Act expressly require approval by the Members for a specific action. 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 initial Members of the Association (each, a "Member") shall be the record owners of a fee simple interest in one or more of Lot 1, Lot 2, Lot 3 and Lot 5 within the Subdivision.

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 Lot.

C. The record owners of each Lot 1, Lot 2, Lot 3 and Lot 5 within the Subdivision, collectively, shall be entitled to one vote in Association matters. 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.

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 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 each and every subsequent year thereafter 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.

D. The names of the members of the first Board of Directors and their offices are as follows:

Jessica Shannon - President
Robert Henry Weinmann, IV - Vice President
Tracy Dammermann - Secretary/Treasurer

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ARTICLE VIII

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 a written petition to the Board, signed by at least fifty percent (50%) of the Voting Interests of the Association.

B. **Vote Required.** A proposed amendment shall be adopted if it is approved by at least fifty percent (50%) of the Voting Interests in the Association.

C. **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required for the execution of a deed.

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. Wilful 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

Upon dissolution of the Association, the portion of the Canal Parcel abutting Lot 1, Lot 2 or Lot 3 shall be conveyed to the respective owner of such Lot, such that each of Lot 1, Lot 2 and Lot 3 shall thereafter include the portion of the Canal Parcel located immediately adjacent to such Lot, as originally reflected on the Plat.

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ARTICLE XIINCORPORATOR: The name and address of the Incorporator is as follows:


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

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

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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 8th day of August, 2023.

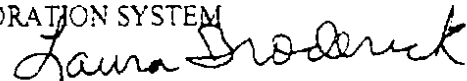
INCORPORATOR:


Sean M. Ellis

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: Laura Broderick
Title: Assistant Secretary

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