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To: Division of Corporations  
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From: Account Name : PAVESE LAW FIRM  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

### The Shoppes at Orange Blossom Property Owners Association, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION  
OF  
THE SHOPPES AT ORANGE BLOSSOM PROPERTY OWNERS 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 THE SHOPPES AT ORANGE BLOSSOM PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation ("Association").

**ARTICLE II**

**PRINCIPAL OFFICE:** The initial principal office of the corporation is located at 270 West Plant Street, #770958, Winter Garden, Florida 34787.

**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 The Shoppes at Orange Blossom, located in Collier 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 (2023), except as limited or modified by these Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions for The Shoppes at Orange Blossom ("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.

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

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(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

**TERM:** The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence. 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. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 V

**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.

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## **ARTICLE VI**

### **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.

(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.

## **ARTICLE VII**

### **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:

Christian Trani	President/Director	207 West Plant Street, #770958 Winter Garden, Florida 34787
Tim Rogers	Vice President/Director	207 West Plant Street, #770958 Winter Garden, Florida 34787
Nathan Garbe	Secretary/Treasurer/Director	207 West Plant Street, #770958 Winter Garden, Florida 34787

## **ARTICLE VIII**

**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 IX**

**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.

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(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 Developer 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 X**

**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 XI**

**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. If approved by a two-thirds (2/3) affirmative vote of the membership 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 Collier 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 The Shoppes at Orange Blossom Property Owners 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 12<sup>th</sup> day of April, 2024.

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

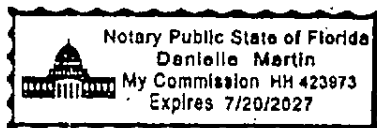
By: Pavese Law Firm, its Authorized Member

By: [Signature]  
Charles Bryan Capps, Partner

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence this 12<sup>th</sup> day of April, 2024, by Charles Bryan Capps, 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

Sign: [Signature]  
Print: Danielle Martin  
Commission Expires: 7/20/2027

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**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 12<sup>th</sup> day of April, 2024.

PLF REGISTERED AGENT, L.L.C.

a Florida limited liability company

By: Pavese Law Firm, its Authorized Member

By: \_\_\_\_\_

Charles Bryan Capps, Partner