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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Heron Lagoon Properties Association, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF HERON LAGOON
PROPERTIES ASSOCIATION, INC.

The Heron Lagoon Properties Association, Inc., a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be the Heron Lagoon Properties Association, Inc., a Florida non-profit corporation (the "Association"). The principal office and mailing address of the Association shall be 8512 Heron Lagoon Circle, Sarasota, FL 34242. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II
PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions, and Restrictions for Heron Lagoon Properties Association, Inc. recorded (or to be recorded) in the Public Records of Sarasota County, Florida as hereafter amended and/or supplemented from time to time (the "Declaration"). The objects and purposes of the Association are to preserve the values and amenities of the Subdivision.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or Individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, or to others even in the absence of a contract, except those, which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership. Such powers shall include, without limitation, the following:

- (a) Operating and maintain the Common Areas.
- (b) Determining the expenses required for the operation of the Common Areas and the Association.

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- (c) Employing and dismissing the personnel necessary for the maintenance and operation of the Common Areas and the Association.
- (d) Adopting and amending rules and regulations concerning the details of the operation and use of the Subdivision.
- (e) Maintaining bank accounts on behalf of the Association and designating the signatories required therefore.
- (f) Purchasing, leasing or otherwise acquiring Lots or other property in the name of the Association, or its designee.
- (g) Purchasing Lots at foreclosure or other judicial sales, in the name of the Association or its designee.
- (h) Selling, leasing, mortgaging or otherwise dealing with Lots acquired, and subleasing Lots leased by the Association, or its designee.
- (i) Organizing corporations and appointing persons to act as designees of the Association in acquiring title to or leasing Lots or other property.
- (j) Obtaining and reviewing insurance for the Subdivision and the Association.
- (k) Making repairs, additions and improvements to, or alterations of, the Subdivision, and repairs to and restoration of the Subdivision in accordance with the provisions of the Declaration after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings or otherwise.
- (l) Enforcing obligations of the Members, allocating profits and expenses and taking such other actions as shall be deemed necessary and proper for the sound management of the Subdivision and the Association.
- (m) Levying fines against appropriate Owners for violations of the Declaration or of the rules and regulations established by the Association to govern the conduct of such Owners and others.
- (n) Purchasing or leasing Lots for use by resident superintendents and other similar persons.
- (o) Borrowing money when required in connection with the operation, care, upkeep and maintenance of the Common Areas or the acquisition of property, and granting mortgages on and/or security interests in Association owned property; provided, however, that the consent of the Owners of at least two-thirds (2/3rds) of the Lots represented at a meeting at which a quorum has been attained in accordance with the provisions of these By-Laws shall be required for the borrowing of any sum which would cause the total outstanding indebtedness of the Association to exceed \$10,000.00.

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- (p) Contracting with a duly licensed manager for the management and maintenance of the Subdivision and the Association and authorizing a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Areas, Lots and Units with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, the Articles and these By-Laws including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (q) At its discretion, authorizing Owners or other persons to use portions of the Common Areas for private parties and gatherings and imposing reasonable charges for such private use.
- (r) Exercising (i) all powers specifically set forth in the Declaration, the Articles and these By-Laws (ii) all powers incidental thereto, and (iii) all other powers of a Florida corporation not for profit.
- (s) Contracting with and creating or joining in the creation of special taxing districts, joint councils and the like.

Definitions set forth in the Declaration are incorporated herein by this reference.

ARTICLE III **MEMBERS**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Membership automatically terminates upon transfer of a Lot. The Association may rely on a recorded deed as evidence of transfer of a Lot and thereupon terminate the transferor's membership and recognize the membership of the transferee.

Section 2. Voting Rights. Each Member shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1, except that the owner of Lots 3 and 4 in the Heron Lagoon Lodges Subdivision, according to the plat thereof, as recorded in Plat Book 7, Page 75, Public Records of SARASOTA County, FLORIDA, shall have one (1) vote. When more than one person or entity holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting

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of the Members shall exist if a majority of voting interests in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declarations, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

ARTICLE V INCORPORATORS

The names and addresses of the incorporators hereof are as follows:

Name	Address
Mark VanVoorhees	8503 Heron Lagoon Circle Sarasota, FL 34242
Cynthia Frank	8504 Heron Lagoon Circle Sarasota, FL 34242
Judi Reynolds	8512 Heron Lagoon Circle Sarasota, FL 34242

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ARTICLE VI

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

Section 2. Election of Members of Board of Directors. Except as otherwise provided herein, directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 3. Duration of Office. Members elected to the Board of Directors shall be directors for one year terms and shall hold office until the then applicable annual meeting of Members and thereafter until qualified successors are duly elected.

Section 4. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term, even to the extent such remaining directors constitute less than a quorum of the Board of Directors.

Section 5. Initial Directors. The names and addresses of the initial directors are as follows:

Name	Address
Mark VanVoorhees	8503 Heron Lagoon Circle Sarasota, FL 34242
Cynthia Frank	8504 Heron Lagoon Circle Sarasota, FL 34242
Judi Reynolds	8512 Heron Lagoon Circle Sarasota, FL 34242

ARTICLE VII

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect

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Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one year and thereafter until qualified successors are duly elected. The By-Laws may provide for the method of voting in the election of officers, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a Director; other officers may or may not be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VIII INDEMNIFICATION

Section 1. The Association shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless: (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or that he or she acted in a manner he or she believed to be not in or opposed to the best interest of the Association or in a manner constituting a criminal offense, or (b) a court otherwise determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe, that his or her conduct was unlawful. Should the Association incur costs of defense or indemnity on behalf of an individual pursuant to this provision and such individual is subsequently determined not to be entitled to indemnity, the individual shall reimburse the Association all such costs of defense and indemnity within ten (10) days written demand from the Association, and the Association shall be entitled to an action at law to recover all such amounts if not paid within such time.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him or her in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director,

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officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent. Such insurance shall cover any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

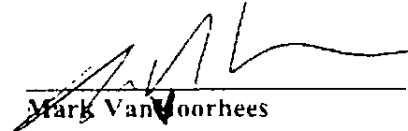
ARTICLE IX REGISTERED AGENT

Until changed, Joshua Reynolds shall be the registered agent of the Association and the registered office shall be at 8512 Heron Lagoon Circle, Sarasota, FL 34242 for service of process upon the Association. The Board of Directors may change the registered agent and office from time to time as permitted by law.

ARTICLE X AMENDMENT

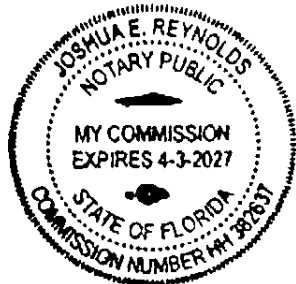
Amendments to these Articles of Incorporation must be proposed by majority vote of the Board of Directors and subsequently approved by a majority of the Association's total voting interest, which approval may be given by vote at a duly noticed meeting or by written agreement in lieu of a meeting.

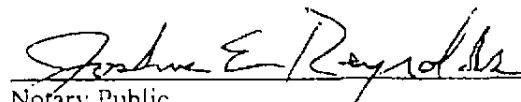
IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his/her hand and seal, and caused these Articles of Incorporation to be executed this 15th day of August, 2024.

 (SEAL)
Mark Van Voorhees

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization this 15th day of August, 2024, by Mark Van Voorhees, who is: Personally Known X (OR) Produced Identification ____ Type of identification produced ____



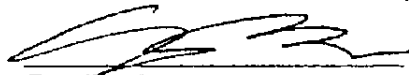

Notary Public
Print Name: _____
My Commission Expires: _____

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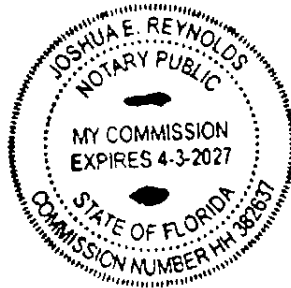
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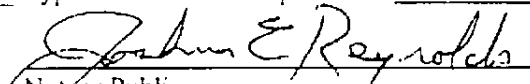
IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his/her hand and seal, and caused these Articles of Incorporation to be executed this 15th day of August, 2024.

 (SEAL)
Cynthia Frank


STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15th day of August, 2024, by Cynthia Frank, who is: Personally Known X (OR) Produced Identification _____ Type of identification produced _____



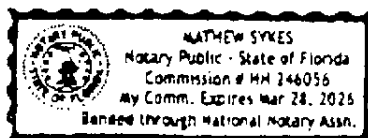

Notary Public
Print Name: _____
My Commission Expires: _____

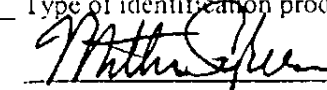
IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his or her hand and seal, and caused these Articles of Incorporation to be executed this 15th day of August, 2024.

 (SEAL)
Judi Reynolds
Judith

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 15th day of August, 2024, by Judi Reynolds, who is: Personally Known _____ (OR) Produced Identification X Type of identification produced Florida Drivers




Notary Public
Print Name: Mathew Sykes
My Commission Expires: March 28, 2026

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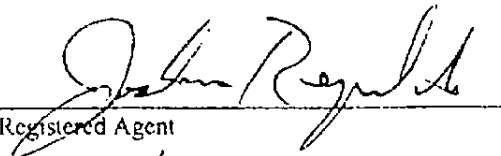
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **Heron Lagoon Properties Association, Inc.**
2. The name and street address of the registered agent and office in the State of Florida are:

Joshua Reynolds
8512 Heron Lagoon Circle
Sarasota, FL 34242

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Registered Agent
Dated: 8/15, 2024

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