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GRIMES, GOEBEL ET AL

NO. 2877 P. 1

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FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.

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NAME: CREEKWOOD WEST COMMERCIAL ASSOCIATION, INC.

AUDIT NUMBER.....H98000000497

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION  
OF  
CREEKWOOD WEST COMMERCIAL ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida of the age of majority, hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of this corporation is CREEKWOOD WEST COMMERCIAL ASSOCIATION, INC., hereafter sometimes called the "Association". The principal office and mailing address of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE II. PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed specifically to provide an entity for the maintenance, preservation and management of all or any portion of CREEKWOOD WEST COMMERCIAL ASSOCIATION, INC., a commercial subdivision, lying and being in Manatee County, Florida, ("Creekwood") and any additional phases of Creekwood as may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Manatee County, Florida of a Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as "Declaration") pertaining to any additional phase; and the Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, chapter 617 (1995).

The Association has the power to do the following:

- (a) Own and convey property.
- (b) Operate and maintain common property, specifically the surface water management system including any mitigation areas as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.
- (c) Establish rules and regulations.
- (d) Assess members and enforce said assessments.
- (e) Sue and be sued.

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Caleb J. Grimes, Esquire/ FL Bar No. 264636  
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.  
1023 Manatee Avenue West, Bradenton, Florida 34205  
941-748-0151/ Fax 941-748-0158  
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(f) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company.

(g) Require all the property owners to be members.

(h) Exist in perpetuity; however, the Articles of Incorporation must provide that if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

(i) Take any other action necessary for the purposes for which the Association is organized.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor shall the Association engage in any other activity or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

### ARTICLE III. MEMBERSHIP

Every person or legal entity who holds legal title of record to a present fee simple interest in any commercial lot or parcel being a part of CREEKWOOD, lying East of Creekwood Boulevard and West of Interstate 75, and every person or legal entity who holds legal title of record to a fee simple interest in any commercial lot or parcel being a part of any additional Phase of CREEKWOOD provided that such Phase has come under the jurisdiction of the Association by the recordation of the Declaration or an appropriate amendment thereto among the Public Records of Manatee County, Florida (a "Lot Owner"), shall be a member for each such lot owned by such person or legal entity. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to the provisions of the Declaration.

### ARTICLE IV. CORPORATE EXISTENCE

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall exist perpetually.

### ARTICLE V. VOTING RIGHTS

The Association shall have two (2) classes of voting membership. The voting rights of each class of membership shall be set forth, and be governed by the bylaws of the Association.

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**ARTICLE VI. BOARD OF DIRECTORS**

The business affairs of this Association shall be managed by a Board of Directors. The method of election or appointment of the Board of Directors shall be set forth, and be governed by the bylaws of the Association.

**ARTICLE VII. OFFICERS**

The Association shall have the officers described in its bylaws who shall be elected or appointed at such time and for such terms as is provided in the bylaws.

**ARTICLE VIII. SUBSCRIBERS**

The name and residence address of the subscriber to these Articles of Incorporation is as follows:

Caleb J. Grimes, Esquire, 1023 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is 1023 Manatee Avenue West, Bradenton, Florida 34205. The name of the initial registered agent of the Association is Caleb J. Grimes, Esquire.

**ARTICLE X. AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

**ARTICLE XI. INDEMNITY**

The corporation shall indemnify any person made a party or threatened to be a party to any threatened, pending or contemplated action, suit or proceeding, pursuant to the provisions contained in the bylaws of the corporation.

**ARTICLE XII. INTERPRETATION**

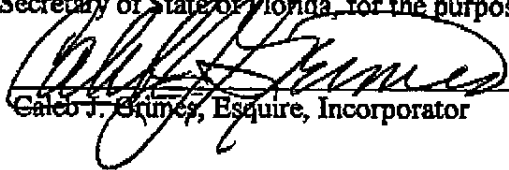
Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

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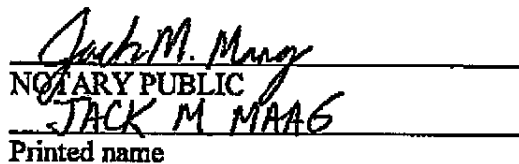
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IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

  
Caleb J. Grimes, Esquire, Incorporator

STATE OF FLORIDA :  
COUNTY OF MANATEE:

THE FOREGOING INSTRUMENT was acknowledged before me this 8<sup>TH</sup> day  
of January, 1998 by Caleb J. Grimes, Esquire, who has produced  
\_\_\_\_\_ as identification or who is personally known to me and who did ( )  
did not ( ) take an oath.

  
NOTARY PUBLIC  
JACK M MAAG  
Printed name

My Commission Expires:

\_\_\_\_\_  
commission/serial number

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JAN. 8. 1998 4:31PM

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

CREEKWOOD WEST COMMERCIAL ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1023 Manatee Avenue West, Bradenton, Florida 34205, has named Caleb J. Grimes, Esquire, with registered office at 1023 Manatee Avenue West, Bradenton, Florida 34205 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Caleb J. Grimes, Esquire  
Registered Agent

DATED this the 8<sup>TH</sup> day of January, 1998.

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