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FILED
98 APR 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 27, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100002504181--4
-04/29/98--01132--017
***122.50 ***122.50

Re: Miromar Square Property Owners Association, Inc.

Dear Sir:

Enclosed are the original and one copy of the fully executed Articles of Incorporation for the above-referenced entity, along with our check in the amount of \$122.50.

Please return a certified copy of the Articles in the envelope provided. Thank you for your assistance.

Sincerely,

ANNIS, MITCHELL, COCKEY, EDWARDS
& ROEHN, P.A.



Molly Anderson, Legal Assistant to
MICHAEL J. CICCARONE

MA/

Enclosures

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Don D
20/4/98

ARTICLES OF INCORPORATION
OF
MIROMAR SQUARE
PROPERTY OWNERS ASSOCIATION, INC.

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Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Michael J. Ciccarone as sole incorporator, for the purposes set forth below.

SECRET
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME: The name of the corporation (the "Association") is MIROMAR SQUARE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be located at 10501 Six Mile Cypress Parkway Suite 108, Fort Myers, Florida 33912, or at such other location as shall be determined by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of MIROMAR SQUARE, a Commercial Planned Development, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-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 a corporation not for profit under Florida law, except as limited or modified by these Articles, the Master Declaration of Covenants, Conditions and restrictions for MIROMAR SQUARE PROPERTY OWNERS ASSOCIATION, INC., (the "Master Declaration") or the Bylaws of this Association, and it shall have all of the powers and duties reasonably necessary to operate MIROMAR SQUARE PROPERTY OWNERS ASSOCIATION, INC. pursuant to the Master Declaration as it may hereafter be amended, including, but not limited to, the following:

- (A) To levy and collect assessments against 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 power and duties.
- (B) To own, construct, lease, maintain, repair, replace or operate the Common Areas serving Miromar Square, including without limitation roads, parking areas, lighting, signage, entrances and perimeter walls, street lighting, surface water management systems and related conservation areas whether on or off-site, as permitted by the South Florida Water Management District.
- (C) To purchase insurance upon the Common Areas for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Properties.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- (F) To sue and be sued, and to enforce the provisions of the Master Declaration, these Articles and the Bylaws of the Association.
- (G) To contract for the construction, management and maintenance of the Common Areas and to 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) To employ accountants, attorneys, engineers, architects or other professional personnel to perform the services required for proper operation of the Properties.
- (I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Miromar Square, if they are intended to provide use or benefit to the members.
- (J) To borrow or raise money for any purposes of the Association; to 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.

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

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in Section 3 of the Master Declaration of Covenants, Conditions and Restrictions for MIROMAR SQUARE PROPERTY OWNERS ASSOCIATION, INC. to which these Articles shall be attached as an exhibit and in the Bylaws of the Association.

ARTICLE V

DURATION: The Association shall exist in perpetuity unless it is dissolved in accordance with the laws of the State of Florida; provided, however, that if the Association is so dissolved, the property consisting of the surface water management system owned by the Association shall be conveyed to an appropriate agency of local government, if acceptable to said agency, and if not so acceptable, then it shall be conveyed to a non-profit corporation authorized and capable of operating and maintaining said system.

ARTICLE VI

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

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 written petition of at least ten percent (10%) of the voting interests and shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- B. **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by annual or special meeting or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association and that the notice contains the text of the proposed amendment.

- C. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but 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 be elected by the members in the manner described 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 following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS:

The initial Directors of the Association shall be:

Margaret J. Miller
10501 Six Mile Cypress Parkway, Suite 108
Fort Myers, Florida 33912

President

H. Georges Chami
10501 Six Mile Cypress Parkway, Suite 108
Fort Myers, Florida 33912

Vice-President/Treasurer

Michael J. Ciccarone
12800 University Drive, Suite 600
Fort Myers, Florida 33907

Secretary

ARTICLE X

INITIAL REGISTERED AGENT:

The street address of the initial registered office of this corporation is Annis, Mitchell, Cockey, Edwards & Roehn, P.A., 12800 University Drive, Suite 600, Fort Myers, Florida 33907, and the name of the initial registered agent of this corporation at that address is Michael J. Ciccarone.

Having been named to accept service of process for MIROMAR SQUARE PROPERTY OWNERS ASSOCIATION, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and I further agree to comply with the laws of the State of Florida in keeping open said office.

ACCEPTED BY: 

Michael J. Ciccarone, Registered Agent

FILED
98 APR 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE XI

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 attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he may be 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. Willful 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.
- 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 an out-of-court settlement of litigation, the right to indemnification shall not apply unless the Board of Directors approves the settlement and indemnification 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.

WHEREFORE, the incorporator has caused these presents to be executed this 20 day of April, 1998.

BY: _____

Michael J. Ciccarone

State of Florida)
County of Lee)

The foregoing instrument was acknowledged before me this 20 day of April, 1998, by Michael J. Ciccarone, who is X personally known to me or _____ has produced _____ (type of identification) as identification and who did take an oath.

Notary Public

Name: _____

Certificate No. OR Serial No. _____

My Commission Expires: _____

(SEAL)

OFFICIAL NOTARY SEAL
MARGARET G ANDERSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC726705
MY COMMISSION EXP. MAR. 22, 2002