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KINGS CROSSING PARK OF COMMERCE PROPERTY OWNERS' ASS

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ARTICLES OF INCORPORATION OF

**KINGS CROSSING PARK OF COMMERCE
PROPERTY OWNERS' ASSOCIATION, INC.**

A NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the corporation is **KINGS CROSSING PARK OF COMMERCE
PROPERTY OWNERS' ASSOCIATION, INC.**

ARTICLE II
ADDRESS

The street and mailing address of the initial principal office of the Association shall be
8255 NW 58th Street, Miami, Florida 33166.

ARTICLE III
PURPOSES

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and welfare of the Owners of the Property, which area will be hereinafter referred to as "Kings Crossing Park of Commerce" or "Property", and to perform all of the duties and responsibilities delegated or assigned to the Association by the provisions of the Declaration.

B. To own and maintain, repair and replace the general and/or Common Areas and other improvements in and/or benefitting Kings Crossing Park of Commerce for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings, improvements and any other structures constructed, placed or permitted to remain in Kings Crossing Park of Commerce, as well as the alteration, improvement, addition and/or change thereto, to the extent that this duty is delegated to the Association by the Declaration. Declarant or the Owners.

D. To provide or provide for, private security, fire protection and such other services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto in

E. To operate without profit for the benefit of its members.

F. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in and pursuant to the Declaration and the Bylaws.

The Association is created pursuant to the Declaration and the Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718. This corporation is organized for the purpose of transacting any or all lawful business.

11/18/2006

ARTICLE IV
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of St. Lucie County, Florida, unless herein provided to the contrary, or unless the context otherwise requires. In construing these Articles, the use of any gender shall include every other gender.

ARTICLE V
POWERS

The powers of the Association shall include and be governed by the following:

5.1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws.

5.2. Enumeration. The Association shall have the powers and duties set forth in these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to the following:

a. To make and collect Assessments and other charges against members or Owners, and to use the proceeds thereof in the exercise of its powers and duties.

b. To buy, own, operate, lease, sell, trade and mortgage both real and personal property;

c. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association;

d. To purchase insurance upon the Property and insurance for the protection of the Association, its officers, directors and Owners.

e. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Property Owners.

f. To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

g. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.

h. To contract for the management and maintenance of the Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such function as the submission

of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements 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 to make assessments, promulgate rules and execution of contracts on behalf of the Association.

i. The power to acquire title to property to make and collect Assessments and other charges against Unit Owners and to otherwise hold, regulate, administer, convey, lease, maintain, repair, replace and mortgage the Association Property, including the right to grant, modify or move easements which are part of or cross the Common Elements or Association Property.

j. To employ personnel to perform the services required for the proper operation, maintenance, conservation and use of the Property.

5.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

5.4 Distribution of Income. Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not for profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.

5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the By-Laws.

ARTICLE VI MEMBERS

6.1 Membership. The members of the Association shall consist of all of the record title owners, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

6.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the for which that share is held.

6.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

6.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE VII TERM OF EXISTENCE

The Association shall have perpetual existence.

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Nicholas D. Kelly	8255 NW 58 th Street Miami, Florida 33166

**ARTICLE IX
OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and from the office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Officer Title</u>
L. Patrick Kelly	8255 NW 58 th Street Miami, Florida 33166	P/T
Nicholas D. Kelly	8255 NW 58 th Street Miami, Florida 33166	VP/S

**ARTICLE X
DIRECTORS**

10.1. **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors, and which shall always be an odd number.

10.2. **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

10.3. **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in

the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

10.4. First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Address</u>
L. Patrick Kelly	8255 NW 58 th Street Miami, Florida 33166
Nicholas D. Kelly	8255 NW 58 th Street Miami, Florida 33166
John Killmer	8255 NW 58 th Street Miami, Florida 33166

ARTICLE XI INDEMNIFICATION

11.1. Indemnity. The Association shall indemnify 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 is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he acted with fraudulent or criminal intent and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determined that indemnification shall be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the proposed indemnitee acted fraudulently, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

11.2 Expenses. A director, officer, employee or agent of the Association shall be indemnified and promptly defended in any action, suit or proceeding referred to in Section 11.1 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 and reasonably incurred by him in connection therewith in defense of any claim referred to in Section 11.1 herein. Assessments may be made by the Association to cover any expenses or other amounts to be paid by the Association in common with the indemnification provided herein.

11.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals.

11.4 **Miscellaneous.** 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, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs and personal representatives of such person.

In no event shall any party entitled to indemnity herein be deemed to have acted fraudulently with respect to the Association if the indemnified party acted (i) based upon advice of legal counsel or other professional advisor or (ii) in a manner consistent with reasonable business judgment.

11.5 **Insurance.** 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 of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

11.6 **Amendment.** Any thing to the contrary herein notwithstanding the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE XIII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

13.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

13.2 **Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).

13.3 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of St. Lucie County, Florida.

HOLLOWAY 18 113

ARTICLE XIV
INITIAL REGISTERED OFFICE, ADDRESS
AND NAME OF REGISTERED AGENT

The initial registered office of this Corporation shall be at 8255 NW 58th Street, Miami, Florida 33166, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Nicholas D. Kelly.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

Nicholas D. Kelly
NICHOLAS D. KELLY
Registered Agent and Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 DEC 20 AM 11:36

FILED

STATE OF FLORIDA)
COUNTY OF MIAMI-Dade

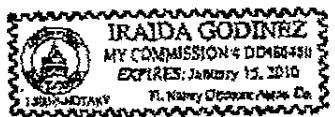
BEFORE ME, the undersigned authority personally appeared NICHOLAS D. KELLY, who is personally known to me or who produced _____ as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 19 day of December, 2006.

My Commission Expires:

Notary Public

Francis J. ...



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