

Buchanan Ingersoll & Rooney PC, 813 2228 339, 2016/03/15
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FLORIDA PROFIT/NON PROFIT CORPORATION
Plaza North Association, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
PLAZA NORTH ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of the corporation is "Plaza North Association, Inc." (hereinafter called the "Association").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association is 1870 NW South River Drive, Miami, FL 33125.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 1870 NW South River Drive, Miami, FL 33125, and the name of the registered agent at that address is **B & L Management Group Corp.**

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof. The Association shall provide for the maintenance, preservation and architectural control of the Property, as described on Exhibit "A" attached hereto and made part hereof by this reference, and to promote the efficient and effective use for Class A office space of the Property and any additions thereto as may be hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not for Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

Additionally, the Association shall operate, maintain and manage that certain surface water management system located in Seminole County, Florida, as more particularly described in Exhibit "B", attached hereto, in a manner consistent with the St. Johns River Water Management District Permit No. 4-117-0486-ERP requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions, Restrictions and Easements which relate to the surface water management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water management system.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any part of the Property which is subject by covenants or record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any part of the Property which is subject to assessment by the Association.

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**ARTICLE VI
VOTING RIGHTS**

The Association shall have one (1) class of voting membership composed of Owners of any part of the Property ("Voting Members"). Voting Members shall be entitled to one (1) vote for each 1000 square feet of gross leasable office space located on the property owned by the Member.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Sebastian Barbagallo	1870 NW South River Drive, Miami, FL 33125
Miguel Angel Barbagallo	1870 NW South River Drive, Miami, FL 33125
Franco Barbagallo	1870 NW South River Drive, Miami, FL 33125

At the first annual meeting, the members elected three (3) Directors for a term of three (3) years. At every third annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years.

**ARTICLE VIII
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 nonprofit corporation, association, trust or other organization be devoted to such similar purposes.

As a condition to the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water management system will be transferred to and accepted by an entity which will comply and be governed by Section 40C-42.027, F.A.C., and approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE IX
DURATION**

The Corporation shall exist perpetually.

**ARTICLE X
AMENDMENTS**

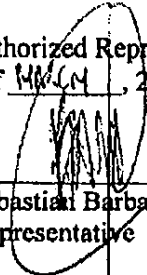
Amendment of these Articles shall require the assent of seventy-five-percent (75%) of the entire membership.

**ARTICLE XI
ADDITIONAL PROVISIONS**

Section 1. No officer, trustee or employee of the Corporation shall be personally liable for any debt or other obligation of the Corporation.

Section 2. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

IN WITNESS WHEREOF, the undersigned Authorized Representative of the Corporation executed these Articles of Incorporation this 30 day of March, 2016.



Sebastian Barbagallo, Authorized
Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Plaza North Association, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30 day of March, 2016.

REGISTERED AGENT:

B & L Management Group Corp.

By: 

Name: SEBASTIAN MINICELLO

Title: Authorized Agent

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