

17000002286

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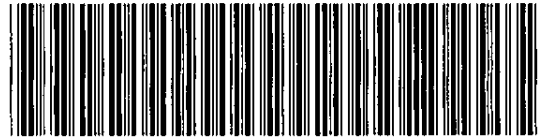
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2017 MAY 10 A 9:32

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**DATE: 5/12/17**

**NAME: SUNTREE PROFESSIONAL BUSINESS PARK OWNERS  
ASSOCIATION, INC**

**TYPE OF FILING: AMENDMENT**

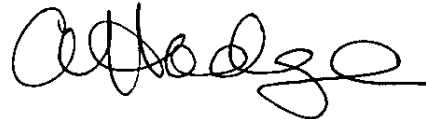
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**AUTHORIZATION: ABBIE/PAUL HODGE**





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 15, 2017

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: SUNTREE PROFESSIONAL BUSINESS PARK OWNERS  
ASSOCIATION INC  
Ref. Number: N17000002286

We have received your document for SUNTREE PROFESSIONAL BUSINESS PARK OWNERS ASSOCIATION INC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document needs to be titled Articles of Amendment or Amended Restated Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 517A00009622

Please keep original  
file date.

Thanks!

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CORPORATIONS  
MAY 16 2017

MAY 16 PM 4:35

11/15/17

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Suntree Professional Business Park Owners Association, Inc.

**DOCUMENT NUMBER:** N17000002286

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nina V. Rawal, Esq.  
(Name of Contact Person)

Cantwell & Goldman, P.A.  
(Firm/ Company)

96 Willard Street, Suite 302  
(Address)

Cocoa, FL 32935  
(City/ State and Zip Code)

Nina@cfglawoffice.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nina V. Rawal, Esq. at 321 639-1320 ext 122  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Amended and Restated Articles of Incorporation of Suntree Professional  
Business Park Owners Association, Inc.**

**FILED**

2017 MAY 18 A 9:32

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation shall be SUNTREE PROFESSIONAL BUSINESS PARK OWNERS ASSOCIATION INC ("Association"). The terms contained in these Amended and Restated Articles of Incorporation ("Articles") shall have the same meaning as set forth in the Declaration of Condominium for Suntree Professional Business Park, a Commercial Condominium unless otherwise defined herein.

**ARTICLE II  
PURPOSES**

The purposes for which this Association is formed are as follows:

**A.** To form an "Association" as defined in Chapter 718, Florida Statutes, ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the Condominium Property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in the Suntree Professional Business Park ("Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium Property.

**B.** To carry out the duties and obligations and receive the benefits given the Association by the Declaration for each Unit.

**C.** To establish by-laws for the operation of the Condominium Property ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the By-Laws.

**D.** The Association shall have all of the common law and statutory powers provided under the laws of the state of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association.

**ARTICLE III  
MEMBERS**

**A.** All Unit Owners in the Condominium shall automatically be members of the Association and membership shall automatically terminate when title to their Unit is conveyed. If a member Declaration, the new Unit Owner shall automatically acquire membership in the

Association. Membership certificates are not required and will not be issued

B. The Association shall have two classes of voting membership. Class A members shall be all Owners, with the exception of the Developer. The Class B member shall be the Developer. The Class B membership shall cease and be converted to Class A membership upon the first to occur of the sale of the last Unit owned by the Developer, or as may otherwise be provided by Chapter 718, Florida Statutes.

C. Class A members shall be entitled to one (1) vote for each percentage point of ownership share in the Common Elements, Common Expenses and Common Surplus appurtenant to each Unit as determined in the Declaration. The Class B member shall be entitled to four (4) votes for each percentage point of ownership share in the Common Elements, Common Expenses and Common Surplus appurtenant to each Unit.

D. Notwithstanding anything herein to the contrary, the Developer shall be entitled to elect at least one (1) member of the Board of Administration for so long as the Developer owns at least one (1) Unit. Further, after the Developer relinquishes control of the Association, the Developer may exercise any retained rights herein reserved to the Developer and may exercise the right to vote any Developer owned voting interest in the manner as any other Owner except for the purpose of reacquiring control of the Association or selecting the majority of the members of the Board of Administration.

E. Multiple owners of a Unit shall collectively be entitled designate a voting member to vote for said Unit. There shall be no cumulative voting.

F. 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 his Unit. No part of the income of the Association shall be distributed to its members, directors or officers.

#### ARTICLE IV EXISTENCE

This Association shall have perpetual existence. In the event that the Association is dissolved, portions of the Common Elements which consist of the surface water management system shall remain under the control of the Association. In the event that acceptance of such dedication is refused, such portion of the Common Elements shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, which shall provide surface water management services.

#### ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:  
Gary J. Foleno P.O. Box 410457, Melbourne, FL 32941-0457

## ARTICLE VI DIRECTORS

A. The affairs of the Association shall be governed by a Board of not less than two (2) nor more than five (5) Directors. Directors not appointed by the Developer must be Unit Owners. "The first Board of Administration shall have two (2) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board of Administration in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Administration shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers, as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other officer need be a Director.

## ARTICLE VII FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership: Gary J. Foleno and Ronald Foleno.

## ARTICLE VIII OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Administration: Gary J. Foleno, President and Ronald Foleno, Vice-President.

## ARTICLE IX BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed in the Public Records of Brevard County, Florida. The By-Laws may be amended by the members in the manner provided in said By-Laws.

**B** No amendment to the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the exhibits attached thereto, without the Developer's written approval.

**C** No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

#### ARTICLE X AMENDMENTS

**A** Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by any Unit Owner. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the members not less than ten (10) days no more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of more than (2) of the members shall be required for approval of the proposed amendment or amendments.

**B** Any member may waive any or all of the requirements of this article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon before, at or after a membership meeting at which a vote is taken to amend these Articles of Incorporation.

**C** Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

#### ARTICLE XI INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings Or any settlement thereof, to which he may be a party, or in which he may become involved by reason Of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.



ARTICLE XII  
ADDRESS

The principal address of the Association shall be 902 Nelson Drive, Melbourne, Florida 32904, or at such other place as may be subsequently designated by the Board of Administration.

ARTICLE XIII  
CONVEYANCE

The Association shall accept any and all deeds of conveyance delivered to it by the "Developer" as defined in the Declarations.

ARTICLE XIV  
QUORUM

A quorum at a members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast a majority of the votes of the entire membership. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

ARTICLE XV  
INITIAL REGISTERED OFFICE AND AGENT

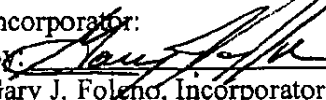
The street address of the initial registered office of the corporation is 902 Nelson Drive Melbourne, Florida 32940 and the name of the Association's initial registered agent at that address is Gary J. Foleno.

Having been named as registered agent and to accept service of process for the above stated 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 obligations of my position as registered agent.

  
Gary J. Foleno

05.03.17  
Date

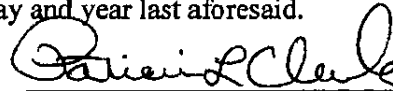
Signed By:

Incorporator:  
By:   
Gary J. Foleno, Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this 3<sup>rd</sup> day of May, 2017 before me personally appeared Gary J. Foleno, known to me personally or produced such identification \_\_\_\_\_ and acknowledged the execution thereof to be his free act and did as such for uses and purposes therein mentioned, and that affixed thereto the official seal of said corporation, and that the said instrument is the act of said corporation.

WITNESS my signature and official seal on the day and year last aforesaid.



Notary Public

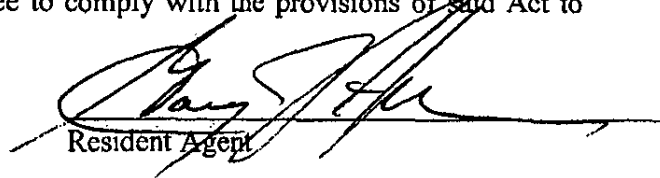
My Commission Expires



**CERTIFICATE OF RESIDENT AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: SUNTREE PROFESSIONAL BUSSINESS PARK OWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at Melbourne, county of Brevard, state of Florida, has named Gary J. Foleno located at 902 Nelson Drive, as its agent to accept service of process for the above-stated corporation on, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to keeping open said office.

Date: May 03, 2017

  
Resident Agent