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Florida Department of State  
Division of Corporations  
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PROMENADE BUSINESS CENTRE PROPERTY OWNERS'  
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May 13, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PROMENADE BUSINESS CENTRE PROPERTY OWNERS' ASSOCIATION,  
2940 SPORTS CORE CIRCLE  
WESLEY CHAPEL, FL 33544

SUBJECT: PROMENADE BUSINESS CENTRE PROPERTY OWNERS' ASSOCIATION, INC.  
REF: N18000005745

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000140496  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PROMENADE BUSINESS CENTRE PROPERTY OWNERS' ASSOCIATION, INC.  
N18000005745  
(Document Number of Corporation)**

In accordance with Section 617.1007, Florida Statutes, the Articles of Incorporation of Promenade Business Centre Property Owners' Association, Inc., a Florida not-for-profit corporation, are hereby amended and restated (such Amended and Restated Articles Of Incorporation to be referred to herein as the "Articles of Incorporation" to read in their entirety as follows: The undersigned Incorporator hereby files these Articles of Incorporation for the purpose of forming a not for profit corporation under the provisions of Chapter 617, Florida Statutes. These Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the Board of Directors on May 4, 2020.

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TALLAHASSEE FLORIDA  
STATE DEPARTMENT OF REVENUE

**ARTICLE I**

**NAME**

The name of this Corporation shall be **PROMENADE BUSINESS CENTRE PROPERTY OWNERS' ASSOCIATION, INC.** (the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE**

The current principal office of the Association is located at c/o Crown Community Development, 2940 Sports Core Circle, Wesley Chapel, Florida 33544.

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The current registered agent and office of this Association is Universal Registered Agents, Inc., 3458 Lakeshore Drive, Tallahassee, Florida 32312. The Association may change its registered agent or the location of its registered office, or both, from time to time without amending these Articles of Incorporation.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members (the "Members"). The specific purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the property submitted in its jurisdiction pursuant to the Declaration (the "Property") and for all other social and community related purposes benefiting the Members and the Property.

The Association is being formed to promote the health, safety and welfare of the existing and future owners of parcels within the Property and for the purposes to:

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1. Exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Easements and Restrictions for Promenade Business Centre (the "Declaration") applicable to the Property and recorded in the public records of Pasco County, Florida, as the same may be amended from time to time;

2. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes and governmental charges levied or imposed against property of the Association;

3. 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;

4. Borrow money, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property; and

6. Have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida by law may now or hereafter have or exercise.

**ARTICLE V**

**MEMBERSHIP**

CKB Development LLC (the "Declarant") and every person or entity who is a record owner of an interest in any Lot or portion of the Property which is subject to the Declaration and assessment by the Association, including contract sellers (an "Owner"), shall be a Member. 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 Lot or portion of the Property.

**ARTICLE VI**

**VOTING RIGHTS**

The Association shall have two classes of voting membership:

1. **Class A.** Class A Members shall be all Owners, other than the Declarant. Class A Members shall be allocated one vote for each Lot in which they hold the interest required for membership pursuant to the Declaration.

2. **Class B.** The Class B Member shall be the Declarant, or its specifically designated (in writing) successor. The Class B Member shall be allocated a number of votes equal to three times the total number of Class A votes at any time; provided, that the Class B

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RECORDED  
AT PASCO COUNTY  
FLORIDA

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membership shall cease and become converted to Class A membership on the happening of the following events, whichever occurs earlier.

- a. Upon voluntary conversion to Class A membership by Declarant.
- b. The date at which Declarant no longer owns any Property to be subject to the Declaration.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The affairs of this Association shall be managed initially by a Board of three directors, selected in accordance with the By-Laws. The number of directors shall not be less than 3 nor more than 7 once the Class B membership has terminated. The name and street address of the initial directors of this Association (the "Initial Board") are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Craig B. Weber	2940 Sports Core Circle Wesley Chapel, FL 33544
Paul Nettina	2940 Sports Core Circle Wesley Chapel, FL 33544
Julie Clayton	2940 Sports Core Circle Wesley Chapel, FL 33544

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 STATE OF FLORIDA  
 TALLAHASSEE

The Initial Board may be changed from time to time. So long as there is a Class B Membership, the Members of the Initial Board will be determined solely by the Class B Members.

**ARTICLE VIII**

**DISSOLUTION**

The Association may be dissolved with the written assent signed by not less than two-thirds (2/3) of all Members, or as otherwise provided by law. 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. If acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX**

**EFFECTIVE DATE AND DURATION OF CORPORATE EXISTENCE**

This Association became effective on May 23, 2018 and shall have perpetual existence unless sooner dissolved according to law.

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**ARTICLE X**  
**AMENDMENT**

Amendments to these Articles may be made by the Board during the time the Class B membership is in existence. Once the Class B membership ceases to exist, Amendments to these Articles shall require the assent of a two-thirds (2/3) of the Members.

**ARTICLE XI**  
**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board.

**ARTICLE XII**  
**INDEMNIFICATION**

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Dated: May 4, 2020

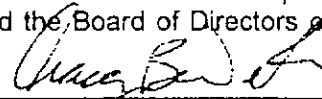
  
\_\_\_\_\_  
PAUL NETTINA, Treasurer

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CERTIFICATE PURSUANT TO  
617.1007(3)

In accordance with Section 617.007(3), Florida Statutes, the undersigned, being the President of the Association, does hereby certify that the Amended and Restated Articles of Incorporation set forth above do not require the approval of the Members and the Board of Directors of the Corporation adopted the restatement



CRAIG B. WEBER

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SECRETARY OF FLORIDA  
TALLAHASSEE