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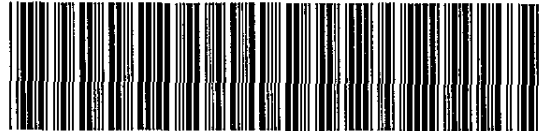
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

06-07-04  
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 723242 85036A

AUTHORIZATION :

*Patricia Pujant*

COST LIMIT : \$ 78.75

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ORDER DATE : June 7, 2004

ORDER TIME : 9:45 AM

ORDER NO. : 723242-005

CUSTOMER NO: 85036A

CUSTOMER: Norma Mcgrath  
Forlizzo Law Group, P.a.

2903 Rigsby Lane

Safety Harbor, FL 34695  
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DOMESTIC FILING

NAME: SUNCOAST ESTATES COMMERCIAL  
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNCOAST ESTATES COMMERCIAL ASSOCIATION, INC.**

**A Florida Corporation Not For Profit**

FILED  
04 JUN -7 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida, and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation is **SUNCOAST ESTATES COMMERCIAL ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "Association" in these Articles.)

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS,**  
**MAILING ADDRESS AND REGISTERED AGENT**

This Association's principal place of business and mailing address is 2901 Rigsby Lane, Safety Harbor, Florida 34695, Pinellas County, Florida, and its registered agent is ROBERT A. FORLIZZO, who maintains an office at 2903 Rigsby Lane, Safety Harbor, Florida 34695. The Association's principal place of business, mailing address and registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III**  
**PURPOSE**

This Association does not contemplate pecuniary gain or profit to its Members and the specific purposes for which it is formed are to provide for the maintenance, preservation and repair of all common areas, specifically the surface water management system and the private roads within the Suncoast Estates Commercial Subdivision, Pasco County, Florida which will be recorded in the Public Records of Pasco County (the "Subdivision").

## **ARTICLE IV**

### **POWERS**

Without limitation, this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants and Conditions of Suncoast Commercial Estates Subdivision (the "Declaration") applicable to the property and recorded or to be recorded in the Public Records of Pasco 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 in full.

(b) Own and convey property.

(c) Operate and maintain the Common Area and the Surface Water Management Facilities as defined in the Declaration.

(d) Establish rules and regulations.

(e) Assess Members and enforce said assessments.

(f) Sue and be sued.

(g) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company.

(h) Require all the property owners to be Members.

(i) Exist in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

(j) Take any other action necessary for the purposes for which the Association is organized.

(k) Dedications. With the approval of fifty-one (51%) of the Members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as the Members determine.

(l) Rules. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the common area consistent with the rights and duties established by the Declaration and these Articles.

(m) General. Have and exercise all common law rights, powers and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonable to be implied from the existence of any right, power or privilege so granted. The Association may enter into litigation, mediation or arbitration to enforce their rights as stated herein or to defend themselves against any claims made against the Association.

(n) Enforcement. To enforce by legal means the obligations of the Members of the Association and the provisions of the Declaration.

## **ARTICLE V**

### **VOTING RIGHTS AND TRANSFER OF CONTROL**

The Association shall have two (2) classes of voting membership:

Class A. The Class A Members shall be all lot owners, with the exception of the Developer (as defined in the Declaration) and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Developer, and it shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership and the Members other than the Developer shall be entitled to elect a majority of the Board of Directors according to the following schedule:

1. Three (3) months after ninety percent (90%) of the Lots that will ultimately be operated by the association have been conveyed to Members;
2. For purposes of this section, the term "members other than the Developer, shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.
3. The Developer is entitled to elect at least one (1) Member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of Lots. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any developer-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the Members of the Board of Directors.

## **ARTICLE VI**

### **MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one vote for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of a Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title to a Lot.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be a number that is a multiple of three (3). The initial Directors named below or successors appointed by the Developer shall serve until the Developer turns control of the Association over to the Members as provided in Article V hereof. The term of office for all Directors is one (1) year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association Members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name:       MICHAEL P. CONNOR  
                  2901 Rigsby Lane  
                  Safety Harbor, FL 34695

                  GEORGE K. KIDMAN  
                  2901 Rigsby Lane  
                  Safety Harbor, FL 34695

                  ROBERT A. FORLIZZO  
                  2903 Rigsby Lane  
                  Safety Harbor, FL 34695

**ARTICLE VIII**  
**INCORPORATOR**

The name and residence of the incorporator is:

Name: ROBERT A. FORLIZZO

Address: 2903 Rigsby Lane  
Safety Harbor, FL 34695

**ARTICLE IX**  
**DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than sixty percent (60%) of the Members. Upon dissolution of this Association, in any manner other than incident to a merger or consolidation, all of this Association's assets must be conveyed to an appropriate public agency to be used for purposes similar to those for which this Association was created. Specifically, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If conveyance is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

**ARTICLE X**  
**DURATION**

This Association exists perpetually.

**ARTICLE XI**  
**BYLAWS**

This Association's By-Laws initially will be adopted by the Board of Directors. Until the Developer (as defined in the Declaration) or his successors and assigns, transfer control of the Association to the Members as provided in Article VI of the Declaration, only the Developer may amend the By-Laws. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of sixty percent (60%) of the Members.

**ARTICLE XII**  
**AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of sixty percent (60%) of the entire membership.

**ARTICLE XIII**  
**INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 4 day of June, 2004.

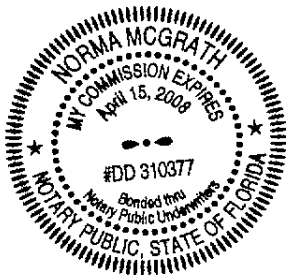
  
ROBERT A. FORLIZZO, Incorporator



STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, this day personally appeared ROBERT A. FORLIZZO, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of **SUNCOAST ESTATES COMMERCIAL ASSOCIATION, INC.** and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein. He is personally known to me.

WITNESS my hand and official seal this 4<sup>th</sup> day of June, 2004.



Norma A. McGrath  
Printed Name: NORMA McGRATH  
Notary Public  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING  
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

**SUNCOAST ESTATES COMMERCIAL ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 2901 Rigsby Lane, Safety Harbor, Florida 34695, County of Pinellas, State of Florida, has named **ROBERT A. FORLIZZO**, whose business office is 2903 Rigsby Lane, Safety Harbor, Florida 34695, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.0505, relative to the proper and complete performance of my duties.

  
ROBERT A. FORLIZZO

Date: June 4, 2006

FILED  
04 JUN -7 PM 12: 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA