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FLORIDA NON-PROFIT CORPORATION
AMELIA CONCOURSE OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
AMELIA CONCOURSE OWNERS ASSOCIATION, INC.
A Non Profit Corporation

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida and certify:

ARTICLE I

Name

The name of this corporation is AMELIA CONCOURSE OWNERS ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at c/o Kimco Realty Corporation, 3333 New Hyde Park Road, New Hyde Park, New York 11042, Attn: General Counsel. CT Corp., 1200 South Pine Island Road, Plantation, Florida 33324, is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the owners of the "Commercial Property" (the Commercial Property being comprised of the "Shopping Center Tract" and the "Outparcels", as defined in the Declaration) comprising the Shoppes at Amelia Concourse, which is described in, and made subject to, the provisions of that Reciprocal Easement, Operating and Development Agreement for Shoppes at Amelia Concourse (Nassau Commerce Center) recorded in the public records of Nassau County, Florida, as amended from time to time (the "Declaration") and any additions to the Commercial Property as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

The Association's purposes include, without limitation, provision for the preservation, maintenance, repair and replacement of the Surface Water or Stormwater Management System located on the Commercial Property. Without limitation, this Association is empowered to:

(a) Declaration Powers: Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of the Association pertaining to the Association in its own name.

(b) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all Stormwater Maintenance Assessments established by, or pursuant to, the Declaration. The Association shall levy and collect adequate Stormwater Maintenance Assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The Stormwater Maintenance Assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management Systems, including, but not limited to, the pumps, work within retention areas, drainage structures and drainage easements.

(c) Costs: Use the proceeds collected from Stormwater Maintenance Assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property (if any).

(d) Maintenance: To operate, maintain, manage, repair, replace and operate the Surface Water or Stormwater Management System in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the provisions of the Declaration which relate to the Surface Water or Stormwater Management System.

(e) Reconstruction: To reconstruct the Surface Water or Stormwater Management System after casualty.

(f) Insurance: Purchase comprehensive general public liability insurance against claims of personal injury, death or property damage occurring upon the Commercial Property and the improvements thereon and insurance or fidelity bonds for the protection of the Association, its officers, directors and members and any other person responsible for the handling of Association funds.

(g) Regulations: From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the Surface Water or Stormwater Management System consistent with the rights and duties established by the Declaration.

(h) Contract: Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Commercial Property in the manner provided in the Declaration.

(i) General: Have and exercise all rights, powers, and privileges that a non profit corporation or a commercial owner's association may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these articles, or reasonably necessary, convenient, or desirable to exercise of any right, power, or privilege so granted.

(j) Stormwater Management Permit: Operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and, if applicable, assist in the enforcement of the provisions of the Declaration which relate to the Surface Water or Stormwater Management System.

ARTICLE IV

Membership

Every entity or individual who, from time to time, holds the record fee simple title, or any undivided fee simple interest of record, to any parcel within the Commercial Property or any portion of the Commercial Property, is a member of this Association, including contract sellers, but excluding all persons who hold any interest in any parcel merely as security for the performance of an obligation. Membership is appurtenant to, and may not be separated from, ownership of at least one commercial parcel. Membership may not be transferred except by transfer of record title to such commercial parcel.

ARTICLE V

Voting Rights

Section 1. Classification: This Association has two classes of voting membership:

"Owners Other Than The Developer" are all Owners. Such members are entitled to one vote for each commercial parcel owned.

"Developer" is Kimco Nassau, LLC, a Florida limited liability company, or its designee, successor or assignee, as developer of the Shopping Center Tract. For so long as Developer owns any portion of the Shopping Center Tract, it shall also be deemed an Owner.

Section 2. Developer to Have Sole Voting Privileges: For as long as Developer owns any portion of the Shopping Center Tract, Developer shall be vested with the sole voting rights in the Association, and the Owners other than the Developer shall have no voting rights. When Developer no longer owns any portion of the Shopping Center Tract, Owners other than the Developer shall be entitled to one vote for each parcel owned by such Owner.

Section 3. Co-Ownership: If more than one person or entity owns a record fee simple interest in any parcel, all such persons or entities are members, although there is only one vote for such parcel and no fractional votes are permitted. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

ARTICLE VI

Board of Directors

Section 1. Number and Term: The Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be an Association member, and who shall be appointed by the Developer. The number of Directors may be changed from time to time from a minimum of one to a maximum of nine, but at all times it must be an odd number. The terms of the Directors is perpetual, unless removed and replaced by the Developer, while the Developer has sole voting rights in the Association. After Owners other than the Developer are entitled to vote, the term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election: While Developer has sole voting rights in the Association, there is no need for an annual meeting of the Members or for the election of Directors. After Owners other than the Developer are entitled to vote, all directors are to be elected by written ballot at an annual meeting of Owners other than the Developer. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles, and the person receiving the largest number of votes cast by the members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors: The names and addresses of the person who will serve as Director until his successor has been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, is:

<u>Name</u>	<u>Address</u>
Norman M. Brody	c/o Kimco Developers, Inc. 1111 Burlington Avenue Suite 113 Lisle, Illinois 60532
Johnny L. Dudley	11478 Pine Street Jacksonville, Florida 32258
William M. Sulzbacher	865 May Street Jacksonville, Florida 32204

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors. 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 and Addresses</u>	<u>Office</u>
Norman M. Brody	President
Johnny L. Dudley	Vice-President and Treasurer
Bruce M. Kauderer	Secretary

ARTICLE VIII

Duration

This Association's existence shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of this corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which agrees to comply with Section 40C-42.027, F.A.C., and is approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IX

Bylaws

The Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be amended or rescinded by a majority of the Board of Directors.

ARTICLE X

Amendments

Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of a majority of the Board of Directors.

ARTICLE XI

Dissolution

In the event of termination, dissolution or final liquidation of this corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which agrees to comply with Section 40C-42.027, F.A.C., and is approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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

AMELIA CONCOURSE OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a non profit corporation, has named CT Corp., whose business office is 1200 South Pine Island Road, Plantation, Florida 33324, as its registered agent to accept service of process within this state, all in accordance with Section 617.0501, Florida Statutes.

DATED this 1st day of December, 2004.

AMELIA CONCOURSE OWNERS ASSOCIATION, INC.

By: [Signature]
Norman M. Brody
Its President

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 such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 8 day of December, 2004.

[Signature]
Print Name: Jill E. Kranz
Assistant Secretary

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