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FLORIDA PROFIT/NON PROFIT CORPORATION

TIBBETTS INDUSTRIAL PARK ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
TIBBETTS INDUSTRIAL PARK ASSOCIATION, INC.**

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation TIBBETTS INDUSTRIAL PARK ASSOCIATION, INC., (the "Association") and its principal office or mailing address is 695 31st Street South, St. Petersburg, Florida 33712.

ARTICLE 2: CORPORATE PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of that certain industrial park located in Polk County, Florida, and known as Tibbetts Industrial Park (the "Industrial Park"). The Association shall automatically assume all rights, powers and duties provided for herein, the Bylaws and the applicable Declaration of Covenants, Conditions and Restrictions (the "Declaration"), upon recordation of the Declaration in the Public Records of Polk County, Florida, naming the Association as the association being responsible for the operation of the Industrial Park.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and all of the powers and duties reasonably necessary to operate the Industrial Park pursuant to the Declaration and the Bylaws and shall be subject to all restrictions imposed upon such corporations. In addition thereto the following restrictions shall pertain:

3.01 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 **Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not for Profit Corporation Act, chapter 617, Florida Statutes; provided that in the event of dissolution, the surface water management system, roads and utilities infrastructure shall be conveyed to an appropriate agency of local government, and if it is not accepted, then it shall be dedicated to a similar not-for-profit corporation. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

ARTICLE 6: MEMBERS

6.01 **Membership.** The members of the Association shall consist of all of the record title owners of lots in the Industrial Park from time to time, and after termination of the Association, shall also consist of those persons who were members at the time of such termination, together with their successors and assigns.

6.02 **Assignment.** 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 the lot for which that share is held.

6.03 **Meetings.** The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

6.04 **Voting.** Each member shall be entitled to one (1) vote for each acre of buildable and developable property subject to the Declaration in which it holds the interest required for membership, even though such property is not presently built on or developed. When one or more person holds such interest or interests in any such property, all such persons shall be members and the vote(s) for such property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one acre. There shall be fractional voting and all such fractions shall be rounded off to the nearest one-ten (.1) of an acre. The votes for any portion of property owned by a member cannot be divided by the member for any issue and must be voted as a whole. Except as otherwise required herein or by law, the affirmative vote of the owners of a majority of acres represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

ARTICLE 7: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Russel P. Brandes	695 31 st Street South, St. Petersburg, Florida 33712

ARTICLE 8: OFFICERS

8.01 **Defined.** The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

8.02 **Election.** Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 **Initial.** The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>NAME AND ADDRESS</u>
Russel P. Brandes	President	695 31 st Street South, St. Petersburg, FL 33712
Linton N. Tibbetts	Vice President	695 31 st Street South, St. Petersburg, FL 33712
Jeffrey P. Brandes	Treasurer/ Secretary	695 31 st Street South, St. Petersburg, FL 33712

8.04 **Vacancies.** Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9: BOARD OF DIRECTORS

9.01 **Defined.** The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

9.02 **Term.** Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

9.03 **Number.** The number of Directors constituting the initial Board of Directors are three (3) persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Russel P. Brandes	695 31 st Street South, St. Petersburg, FL 33712
Linton N. Tibbetts	695 31 st Street South, St. Petersburg, FL 33712
Dan Bowman	695 31 st Street South, St. Petersburg, FL 33712

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter by amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 11: AMENDMENT OF ARTICLES OF INCORPORATION

11.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by owners of two-thirds of the property of the Industrial Park voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

11.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

ARTICLE 12: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 695 31st Street South, St. Petersburg, FL 33712 and the registered agent thereat shall be Russel P. Brandes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of August, 2006.


Russel P. Brandes, President

INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit 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 relative to the proper and complete performance of my duties.

DATED this 11th day of August 2006.



Russel P. Brandes, Registered Agent

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