

NO6000009039

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PEACOCK PLAZA PROPERTY OWNERS ASSOCIATION, INC.

(A Corporation Not For Profit)

The undersigned, by these Articles of Incorporation (the "Articles"), associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

The name for the corporation shall be: PEACOCK PLAZA PROPERTY OWNERS ASSOCIATION, INC. and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE 2

The purpose for which the Corporation is organized is to provide an entity pursuant to, Chapter 617, Florida Statutes (the "Act"), for the operation of PEACOCK PLAZA PROPERTY OWNERS ASSOCIATION, hereinafter referred to as the "Association", located upon the following lands in St. Lucie County, Florida legally described on Exhibit "1" hereto. All terms used herein shall have the meanings ascribed to such terms in the Declaration of Protective Covenants, Restrictions, Reservations and Servitudes (the "Declaration") for the Association except as otherwise expressly otherwise defined herein.

ARTICLE 3

The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE 4

The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Corporation shall have all of the powers and duties set forth in the Act except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against Owners of Lots in the Association (the "Owners") to defray the costs, expenses and losses of the Association.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Association Property as required by the Act and the Declaration.

(d) To purchase insurance upon the Association Property and insurance for the protection of the Association and the Owners and otherwise as required pursuant to the Declaration.

(e) To reconstruct improvements after casualty and to make further improvements of the Association Property as provided in the Declaration.

(f) To make and amend reasonable regulations respecting the use of the Association Property.

(g) To approve or disapprove the alteration and/or improvement of Lots as may be provided by the Declaration and the By-Laws.

(h) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws of the Corporation and the Regulations for the use of the Association Property.

(i) To contract for the management or operation of portions of the Association Property susceptible to separate management or operation, and to lease such portions.

(j) To employ personnel to perform the services required for proper operation of the Association.

(k) To exercise all rights and perform all obligations of the Association as established in the Declaration or under applicable laws, to the extent not restrained by the Declaration.

3. All funds and the titles to all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE 5

The qualifications of members, the manner of their admission to membership, termination of such membership and voting by members shall be as follows:

1. All Owners shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Paragraph 5 of Article 5 hereof.

2. Membership shall be established by the acquisition of title to a Lot in the Association, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to the Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Lots, so long as such party shall retain title to a Lot.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, each Lot shall have that number of votes set forth in the Declaration, but all such votes must be cast in the same manner. The votes of a Lot may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one Lot, such member shall be entitled to execute or cast as many votes as apply to his Lot(s) (and may vote differently the votes of each Lot), in the manner provided by said By-Laws.

5. Until such time as the Property described in Article 2 herein, and the improvements which may be hereafter constructed thereon, become subject to the terms of the Declaration, by the recordation of said Declaration, the membership of the Corporation shall be comprised of the subscribers to these Articles, each of which subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE 6

The Corporation shall have perpetual existence.

ARTICLE 7

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Association, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director or officer of the Corporation, or an affiliate of any of them, as the case may be.

ARTICLE 8

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation, and need not be members of the Corporation. So long as SLW COMMERCIAL CAMPUS, LTD., a Florida limited partnership, hereinafter called the "Developer", is the owner of one or more Lots in the Association Property, said Developer shall have the right to designate and select the persons who shall serve as members of each Board of Directors of the Corporation, which right is subject to modification and/or cancellation, in accordance with Florida Statute 718 and to the provisions of the Bylaws of the Corporation. The Developer may designate and select the persons to serve as members of the Board of

Directors in the manner provided in the By-Laws of the Corporation. The rights of Developer may be assigned by it to any other party taking over Developer's position in the Association.

ARTICLE 9

The Board of Directors shall elect a President, Secretary and Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors may determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE 10

The names and Post Office addresses of the first Board of Directors who, subject to the provisions of these Articles, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

Glenn R. Weller

David L. Weller

To be appointed by Developer per Article 8 at initial Annual Meeting

The address for all such directors is 210 Sunset Bay, Palm Beach Gardens, Florida 33418.

ARTICLE 11

The subscribers to these Articles are the two (2) persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which subscribers and their respective Post Office addresses are more particularly set forth in Article 10 above.

ARTICLE 12

The officers of the Corporation who shall serve until the first election under these Articles shall be the following:

President:	Glenn R. Weller
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Vice-President &	
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Secretary-Treasurer:	David L. Weller
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ARTICLE 13

The original By-Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

ARTICLE 14

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred by

or imposed upon him in connection with any proceeding 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 Corporation, 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, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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 15

An amendment or amendments to these Articles may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the directors, or by the members of the Corporation owning a majority of the votes of the members of the Corporation, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other officer of the Corporation by a date not sooner than twenty (20) days, nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days, nor more than thirty (30) days before the date set forth for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his Post Office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than a majority of the total votes of the members and a majority of the entire membership of the Board of Directors in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the state of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of St. Lucie County, Florida, within then (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written votes of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written votes are delivered to the Secretary of the Corporation at or prior to such meeting. No one person may be designated to hold more than five (5) proxies.

Notwithstanding the foregoing provisions of this Article 15, no amendment to these Articles which shall abridge, amend or alter the right of Developer to designate and select members to the Board of Directors of the Corporation, as provided in Article 8 hereof, may be adopted or become effective without the prior written consent of Developer, and provided, further, that in no event shall there be any amendment to these Articles so long as the

Developer shall own one (1) or more Lots in the Association without the prior written consent of the Developer being first had and obtained.

ARTICLE 16

The principal office of this corporation is:

Peacock Plaza Property Owners Association, Inc.
c/o SLW Commercial Campus, Ltd.
Attn: Glenn R. Weller
210 Sunset Bay Ct.
Palm Beach Gardens, Florida 33418

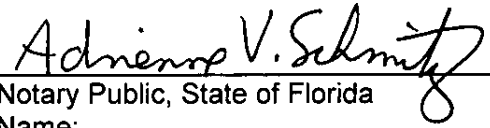
17 IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this
day of August, 2006.


Name: _____


Name: _____

State of Florida)
County of PALM BEACH) SS

BEFORE ME, the undersigned authority, personally appeared GLENN R. WELLER
who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for
the purpose therein expressed, this 17 day of Aug, 2006.


Notary Public, State of Florida
Name: _____

My Commission Expires:



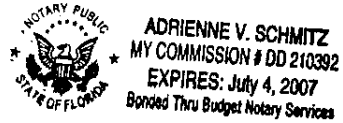
ADRIENNE V. SCHMITZ
MY COMMISSION # DD 210392
EXPIRES: July 4, 2007
Bonded Thru Budget Notary Services

State of Florida)
) SS
County of PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared DAVID L. WELLS
who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for
the purpose therein expressed, this 17 day of AUG, 2006.

Adrienne V. Schmitz
Notary Public, State of Florida
Name: _____

My Commission Expires:



**INITIAL REGISTERED OFFICE
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be Glenn R. Weller, at 210 Sunset Bay Ct., Palm Beach Gardens, Florida 33418, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial registered agent at that address shall be Glenn R. Weller.

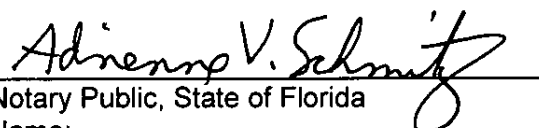
IN WITNESS WHEREOF, the Incorporators have affixed their signatures the day and year set forth below.


Name: GLENN R. WELLER


Name: _____

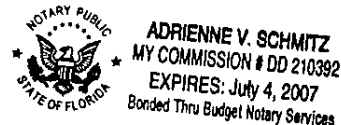
State of Florida)
) SS
County of PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared GLENN R. WELLER who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 17 day of AUG., 2006.


Notary Public, State of Florida
Name: _____

My Commission Expires:

State of Florida)
) SS
County of _____)



BEFORE ME, the undersigned authority, personally appeared _____, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this ____ day of _____, 200__.

Notary Public, State of Florida
Name: _____

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles, in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, the corporation named in the said articles has named Glenn R. Weller, located at 210 Sunset Bay Ct., Palm Beach Gardens, Florida 33118, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Glenn R. Weller, Registered Agent

DATED this 17 day of August,
2006