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SUNTECH COMMERCE PARK OWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
SUNTECH COMMERCE PARK OWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT-FOR-PROFIT**

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporate, by these Articles of Incorporation of **SUNTECH COMMERCE PARK OWNERS ASSOCIATION, INC.** (hereinafter the "Articles"), this corporation not-for-profit for the purposes and with the powers set forth herein. The undersigned, for the above stated purposes, certify as follows:

**ARTICLE I
DEFINITIONS**

1. All terms which are defined in the Declaration of Covenants and Restrictions for **SUNTECH COMMERCE PARK OWNERS ASSOCIATION** (hereinafter the "Declaration") shall be used herein with the same meanings as defined in said Declaration.

2. "Association" as used herein shall mean **SUNTECH COMMERCE PARK OWNERS ASSOCIATION, INC.**, a Florida corporation not-for-profit, the corporation formed by these Articles, its successors or assigns.

3. "Declarant" shall mean and refer to **BUTTERS REAL ESTATE FUND III, LTD.**, a Florida limited partnership, **MB WAMU VISTA, LLC**, a Florida limited liability company, and **STJ SUNTECH, LLC**, a Florida limited liability company, and their successors or assigns, if any such successor or assign acquires any portion of **SUNTECH COMMERCE PARK** from the Declarant for the purpose of development and is designated in writing, as such, by Declarant.

4. "**SUNTECH COMMERCE PARK**" or the "Subject Property" shall mean and refer to all property which may, from time to time, be subject to the covenants and restrictions contained within the Declaration.

5. "Phase I Parcel" and "Phase II Parcel" (collectively, the "Parcels") shall mean and refer to the Parcels described in the Declaration.

6. "Member" shall mean and refer to those persons entitled to Membership as provided for in these Articles and the Declaration and "Membership" shall mean all of the Members.

7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Parcel, but excluding those having such interest merely as security for the performance of an obligation.

**ARTICLE II
NAME AND INITIAL PRINCIPAL OFFICE**

The name of this Association shall be **SUNTECH COMMERCE PARK OWNERS ASSOCIATION, INC.**

The initial principal office of the Association is located at 6820 Lyons Technology Circle, Suite 100, Coconut Creek, Florida 33073, or at such other location from time to time as the Association may deem advisable.

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**ARTICLE III.
PURPOSE**

The Association does not contemplate pecuniary gain or profit from the Members thereof, and the general nature, objects and purposes of the Association for which it is formed are as set forth in the Declaration.

**ARTICLE IV.
POWERS**

The Association shall have all powers set forth Section 617, Florida Statutes, as well as the following powers and duties reasonably necessary to implement the purposes of the Association, including, but not limited to:

1. To hold funds solely and exclusively for the benefit of its Members for the purposes set forth in these Articles of Incorporation.
2. To promulgate, adopt and enforce rules, regulations and agreements to effectuate the purposes for which the Association has been organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To hold, acquire or dispose of, real or personal property, except to the extent restricted hereby, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not prohibited by the laws of the State of Florida now in existence or hereafter amended.
5. To operate and maintain the Common Areas as set forth in the Declaration.
6. To contract for services to provide for operation and maintenance of the Common Areas.
7. To fix, collect and enforce assessments to be levied against the individual Parcels within **SUNTECH COMMERCE PARK** to defray expenses and the cost of effectuating the objects and purposes of the Association, to create reasonable reserves from time to time for such expenditures, and to enter into agreements for the collection of such assessments.
8. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
9. To charge recipients for services rendered by the Association and any user for any use of Association property when such is deemed appropriate by the Association.
10. To pay all charges on or against the Common Areas and other properties which may be operated by the Association.
11. To borrow money.
12. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Members.

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13. To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas or any portions thereof, as well as the conduct of Members, their visitors, guests, and lessees, and to provide for the operation and formal administration of the Association.

14. To enter into agreements with governmental entities.

15. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association and to enforce all the terms and conditions as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the Public Records of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration, and all defined terms therein, being incorporated herein as if set forth at length.

16. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, as set forth in Chapter 617, Florida Statutes, which are not in conflict with the terms of these Articles and the Declaration, necessary to implement the purposes of the Association.

**ARTICLE V.
MEMBERS**

1. All owners of Parcels shall be Members of the Association.
2. 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 a Parcel.

**ARTICLE VI.
VOTING AND ASSESSMENTS**

1. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to the Voting Interest as set forth in the Declaration. When one or more persons hold a Voting Interest in any Parcel, all such persons shall be Members, and the Voting Interest for such Parcel shall be exercised only by one Member, who shall be designated in a written instrument, executed by or on behalf of all record owners of such interest, filed with the Association. In no event shall more than one (1) vote be cast with respect to any Parcel. Except where otherwise required under the provisions of these Articles, the Declaration or by law, the affirmative vote of all of the Voting Interests represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

2. Voting of the Members shall be in person or by proxy appointed by an instrument in writing subscribed by the Member designated to vote as provided in paragraph 1 above, or by written absentee ballot signed by a Member as duly designated to vote.

3. The Association shall have the right to suspend any Member's right to vote (other than the right of the Declarant) for any period during which any assessment levied by the Association against such Member's Parcel shall remain unpaid for more than ten (10) days after the due date for the payment thereof.

4. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of these Articles, the By-Laws and the Declaration.

5. Meetings shall be called by the Association at least annually and at such intervals as shall be determined by the Members. The presence at any meeting of the Members of at least fifty percent (50%) of Members entitled to vote, in person or by proxy or by written absentee ballot, shall constitute a quorum for the transaction of business.

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**ARTICLE VII.
DISPUTE RESOLUTION**

1. Mandatory Arbitration. Inasmuch as each Member has a 50% Voting Interest, the Members agree that, if they are unable to reach a unanimous vote on any matter, including but not limited to those arising out of or relating to this Agreement or any related agreements or instruments, and are unable to resolve same amicably, such matter shall be determined by binding arbitration in accordance with the Federal Arbitration Act (or if not applicable, applicable Florida law), the Rules of Practice and Procedure for the Arbitration of Commercial Disputes of Judicial Arbitration and Mediation Services, Inc. (J.A.M.S.), and the "Special Rules" set forth below. In the event of any inconsistency, the Special Rules shall control. Judgment upon any arbitration award may be entered in any court having jurisdiction. Any party to this Agreement may bring an action, including a summary or expedited proceeding, to compel arbitration of any controversy or claim to which this agreement applies in any court having jurisdiction over such action.

2. Special Rules. The arbitration shall be conducted in Palm Beach or Broward County, Florida, and administered by J.A.M.S. who will appoint an arbitrator; if J.A.M.S. is unable or legally precluded from administering the arbitration, then the American Arbitration Association will serve. All arbitration hearings will be commenced within ninety (90) days of the demand for arbitration; further, the arbitrator shall only, upon a showing of cause, be permitted to extend the commencement of such hearing for up to an additional sixty (60) days.

**ARTICLE VIII.
BOARD OF DIRECTORS**

1. The business affairs of the Association may be managed by an Initial Board of Directors as may be established by the Members.
2. Elections shall be by unanimous vote at a meeting at which a quorum of the Membership of the Association is voting in person or by proxy.
3. A majority of the Directors in office, if applicable, shall constitute a quorum for the transaction of business.

**ARTICLE VIII.
OFFICERS**

The Association may have a President, a Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers and agents as the Members may from time to time deem desirable, which officers shall be subject to the direction of the Members. All officers of the Association shall be elected by and shall serve at the pleasure of the Members, for terms of one (1) year or until qualified successors are duly elected and have taken office. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice-President shall automatically succeed to office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Members may elect or appoint an individual to fill such vacancy. The same person may hold two offices, provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

**ARTICLE IX.
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

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**ARTICLE X.
BYLAWS**

The Board of Directors may adopt Bylaws consistent with the Declaration and these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the Members in the manner set forth in the Bylaws. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE XI.
AMENDMENT TO ARTICLES OF INCORPORATION**

1. Amendments to these Articles of Incorporation shall require the affirmative vote of all of the Voting Interests; provided, however, that: (i) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (ii) these Articles shall not be amended in any manner without the prior written consent of the Declarant to such amendment, so long as the Declarant is the Owner of either Parcel and (iii) these Articles shall not be amended in any manner which shall reduce, amend, affect, modify, or conflict with the terms, covenants, provisions, rights and obligations set forth in the Declaration.

2. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same may be recorded in the Public Records of Seminole County, Florida, but such recordation is not mandatory.

**ARTICLE XII.
INCORPORATORS**

The name and street address of the incorporator are as follows:

Karen S. Leopold
20801 Biscayne Boulevard, Suite 501
Aventura, FL 33180

**ARTICLE XIII.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Members and/or Board of Directors of the Association shall have the power to indemnify current or former directors, officers, employees or agents of the Association and any persons serving, or who have served, at the request of the Association as a director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise to the full extent permitted by the laws of the State of Florida. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association ~~against any liability asserted against him in any such capacity.~~

2. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability of penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Association or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the

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Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

3. The Members and/or Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Members and/or Board of Directors by a majority vote of a quorum consisting of Members or Directors who were not parties to such action, suit or proceeding.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIV.

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one or more of its Members, Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Members, Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Member, Director or officer is present at or participates in the meeting of the Members or Board of Directors which authorized the contract or transaction, or solely because his or their votes are counted for such purposes. No Member, Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Members and Directors may be counted in determining the presence of a quorum at a meeting of the Members or Board of Directors which authorized the contract or transaction.

ARTICLE XV.

DISSOLUTION OF THE ASSOCIATION

1. The Association may be dissolved upon a resolution to that effect being approved by not less than 100% of the Members of the Members of the Association.

2. Upon dissolution of the Association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

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A. Real property (if any) contributed to the Association by the Declarant without the receipt by the Declarant of other than nominal consideration shall be returned to the Declarant or its successors or assigns, unless it refuses to accept the conveyance (in whole or in part).

B. By dedication to any applicable municipal or other governmental authority of any property determined by the Members or Board of Directors of the Association to be appropriate for such dedication and which the applicable authority is willing to accept and shall be used for purposes similar to those for which the Association was formed. If same is not accepted, then to a similar non-profit corporation.

C. Remaining assets, if any, shall be distributed among the Members, subject to the limitations set forth above or in these Articles, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

**ARTICLE XVI
REGISTERED AGENT**

LEOPOLD KORN LEOPOLD & SNYDER, P.A., whose address is 20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180, is hereby named Registered Agent for the Association to be its agent and to accept service of process within the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators have caused these Articles to be executed this 11th day of October, 2006.


Karen S. Leopold

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing Articles of Incorporation were acknowledged before me this 11th day of October, 2006, by Karen S. Leopold, who is personally known to me.

My Commission Expires:



Irene Buryak
Commission #DD204075
Expires: Apr 16, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

Print Name: Irene Buryak

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in these Articles of Incorporation.

LEOPOLD KORN LEOPOLD & SNYDER, P.A.

By: 

Karen S. Leopold, President

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