

N07000001537

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

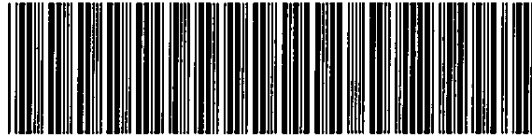
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000087704630

02/12/07--01038--005 **70.00

FILED
07 FEB 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 13 2007

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

518 SW 3RD STREET, SUITE 101
STUART, FL 34994-2026

CAROL S. WAXLER, ESQ.

CWAXLER@AMRL.COM

(772) 287-4404
FACSIMILE (772) 287-4044

PALM BEACH OFFICE:

340 ROYAL POINCIANA WAY
SUITE 321
P.O. BOX 431
PALM BEACH, FL 33480
TEL: 561-659-1770
FAX: 561-833-2261

February 9, 2007

SENT VIA FEDERAL EXPRESS

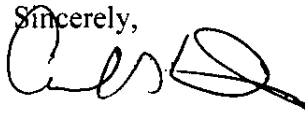
Department of State
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Incorporation of The Industrial Park At Avonlea Owners Association, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation together with a check in the amount of \$70.00 to cover the filing fee.

Sincerely,



CAROL S. WAXLER

CSW:slt

Enclosures

FILED
07 FEB 12 AM 11:28
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE INDUSTRIAL PARK AT AVONLEA OWNERS ASSOCIATION, INC.

(A non-profit corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of Florida, (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be THE INDUSTRIAL PARK AT AVONLEA OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants and Restrictions for THE INDUSTRIAL PARK AT AVONLEA P.U.D. as same may be amended from time to time (the "Declaration"), including the establishment and enforcement of payment of charges, Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

The power of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration.

FILED
07 FEB 12 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To own and convey property.
- B. To operate, manage and maintain the Common Property in accordance with the purpose and intent contained in the Declaration including the surface water management system permitted in South Florida Water Management District Permit #43-01737P.
- C. To make and collect Assessments against Members to defray the Common Expenses;
- D. To use the proceeds of Assessments in the exercise of its powers and duties.
- E. To maintain, repair, replace and operate the Common Property.
- F. To assess fines against Members and their Parcels, in accordance with the Declaration.
- G. To reconstruct Improvements upon the Common Property after casualty and to further improve the Common Property;
- H. To make and amend By-Laws for the Association and rules and regulations respecting the use of the Common Property;
- I. To pay all taxes and other assessments which are liens against the Common Property.
- J. To adopt rules and regulations and Traffic Regulations for use of the Common Property:
- K. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, the Declaration of Use, the Traffic Regulations and the rules and regulations promulgated by the Association for the use of the Common Property;
- L. To contract for and provide for management and maintenance and to authorize a management entity if deemed appropriate to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments and fines, preparation of records, enforcement of rules and maintenance of the Common Property. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- M. To be sued, to bring suit, and to litigate on behalf of the Association, the Members and the Owners; provided, however, that except as specifically set forth in this

Paragraph L, the Association shall not have the power to bring suit or to litigate on behalf of the Association, the Members or the Owners without the express prior written consent of at least seventy-five percent (75%) of the Owners. The foregoing restriction shall not apply to suits or litigation brought on behalf to the Association to collect assessments, enforce liens, bring injunctive action or otherwise to enforce the Declaration, these Articles of Incorporation, the By-Laws or the Rules and Regulations promulgated by the Association nor shall this restriction apply to the Association's defense of any suits or litigation brought against the Association.

M. To obtain insurance on the Common Property.

N. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provision of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

A person or entity shall automatically become a Member of the Association upon acquisition of fee simple title and any Parcel within The Industrial Park at Avonlea. Membership of the Association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors. Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association and no action of the membership of the Association shall be effective unless, and until, approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need to be a member of the Association. After turnover of control of the Association, and so long as Developer owns any property within THE INDUSTRIAL PARK AT AVONLEA P.U.D., Developer shall have the to appoint one (1) member of the Board of Directors; such director need not be a Member of the Association, however, all other directors

and all officers must be Members of the Association. The number of directors constituting the initial Board is three (3) and they shall serve until such time as Developer relinquishes control of the Association or until replaced by Developer. Commencing with the first annual meeting of Members following the date on which Developer relinquishes control of the Association, the directors shall be elected by the Members of the Association at the annual meeting, except that Developer shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove. The Developer shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more persons of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors.

Name	Address
John Patterson	2104 NW 22 nd Avenue, 9-109 Stuart, FL 34994
Frank A. Wacha, Jr.	3860 NE Cheri Drive Jensen Beach, FL 34957
Tom Cartwright	10 Perriwinkle Circle Stuart, FL 34996
Hannah Martel	P.O. Box #969 Jensen Beach, FL 34957
Carol S. Waxler	14 SE Sailfish Lane Stuart, FL 34996

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. Until such time as Developer relinquishes control of the Association, as provided in the Declaration, however, Developer shall have the right to approve all of the officers elected. The initial officers shall consist of a President, Vice President, Secretary and Treasurer. The following persons shall serve as officers until the first election:

Hannah Martel	President
Peggy Paterson	Treasurer
Tom Cartwright	Secretary

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Carol S. Waxler	14 SE Sailfish Lane Stuart, FL 34994

ARTICLE IX

BY-LAWS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not for Profit Corporation Act, provided, however, that no such amendment shall conflict with the terms of the Declaration or adversely affect the rights of Developer, without Developer's prior written approval; and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend contrary to these prohibitions shall be of no force and effect.

ARTICLE X

PERPETUITY

The Association shall exist in perpetuity. If the Association is dissolved, the surface water management system, property containing the surface water management system and water management portions of Common Property shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system and water management portions of Common Property shall be dedicated to a similar non-profit corporation.

ARTICLE XI

NON-CONDOMINIUM ASSOCIATION

The Association is not intended to be a condominium association and is not being created in accordance with Florida Statutes Chapter 718, in existence as of the date of filing these Articles with the Florida Secretary of State.

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE AND
PRINCIPAL PLACE OF BUSINESS

The name of the initial registered agent shall be CAROL S. WAXLER, and the street address of the registered office and principal place of business of the Association shall be 14 SE Sailfish Lane, Stuart, FL 34996. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation

at Martin County, Florida this 9th day of February, 2007.

Signed, sealed and delivered
in the presence of:

Pamela Webb

Carol S. Waxler (SEAL)
Carol S. Waxler

STATE OF FLORIDA)
) ss.
COUNTY OF MARTIN)

The foregoing Articles of Incorporation were acknowledged before me this 9th day of February, 2007, by CAROL S. WAXLER, the incorporator named therein.

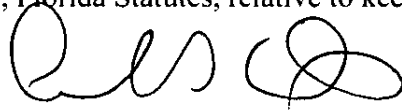


Sandra L. Triartas
Notary Public
State of Florida at Large

My commission expires: 7/25/2008

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keep said office open for service of process.



Carol S. Waxler
Registered Agent.

FILED
07 FEB 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA