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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 518175 81879A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 78.75

ORDER DATE : April 7, 2008

ORDER TIME : 2:23 PM

ORDER NO. : 518175-005

CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: BUNNELL COMMONS PROPERTY
MANAGEMENT ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
BUNNELL COMMONS PROPERTY MANAGEMENT ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation to be and constitute the Property Owners Association to which reference is made in that certain Cross Access Agreement recorded in the Public Records of Flagler County, Florida for a commercial development known as BUNNELL COMMONS and located in Bunnell, Flagler County, Florida, files these Articles of Incorporation and certifies as follows:

ARTICLE I

The name of the corporation shall be **BUNNELL COMMONS PROPERTY MANAGEMENT ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association". The principal office of the Association is 138 Palm Coast Parkway, Box 310, Palm Coast, Florida 32177.

ARTICLE II
PURPOSES

A. The purposes for which the Association is organized are:

(i) to be and constitute the Property Owners Association to provide an entity for the furtherance of the interests of the parcel owners of BUNNELL COMMONS as provided in the Cross Access and Easement Agreement for Bunnell Commons recorded in the Public Records of Flagler County, Florida; and

(ii) to own, manage, and control the common areas of the development known as BUNNELL COMMONS; and

(iii) to operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 42-035-113214-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained in the Cross Access and Easement Agreement which relates to the surface water or storm water management system.

B. The Association is not and shall never become a Condominium Association governed by **Chapter 718, Florida Statutes** nor shall it become a Homeowners Association governed by **Chapter 720, Florida Statutes** nor shall it ever operate such as to require compliance with the Florida Condominium Act or The Florida Homeowners Association Act respectively.

ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions, but in no event shall the Association have the right to take any actions

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which are inconsistent or violative of the rights of the Owners under the Cross Access and Easement Agreement for Bunnell Commons:

A. The Association shall have all the common law and statutory powers of a corporation not in conflict with the terms of these Articles, the Cross Access and Easement Agreement, or By-Laws of this Association.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Cross Access and Easement Agreement, and the By-Laws, including, without limitations, the following:

(i) to fix and to collect assessments or other charges to be levied against parcel owners;

(ii) to manage, control, operate, maintain, repair, and improve the common property which the Association by rule, regulation or contract has a right or duty to provide;

(iii) to engage in activities which will actively foster, promote, and advance the common interest of the Parcel Owners;

(iv) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right of interest therein for any purpose of the Association;

(v) to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(vi) to provide any and all supplemental municipal services as may be necessary or proper for the operation and maintenance of all common areas, and the common interest of the Unit Owners.

(vii) to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system. Such assessments shall be used for the maintenance and repair of the surface water or storm water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

C. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this ARTICLE III are independent powers, not to be restricted by

reference to or inference from the terms of any other paragraph or provision in ARTICLE III, but are subject to the limitations set forth above regarding the Cross Access and Easement Agreement. To the extent there is a conflict between these Articles of Incorporation and the Cross Access and Easement Agreement, the terms of the Cross Access and Easement Agreement shall control over the terms of these Articles.

ARTICLE IV **MEMBERS**

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The owner of each Tract in BUNNELL COMMONS shall be a member of the Association.

C. Change of membership in the Association shall be established by recording in the public records of Flagler County, Florida a deed or other instrument establishing record title to a Tract and written notice to the Association of such change in title. The owner designated by such instrument thereby becomes a member of the Association, and the membership of the prior owner is terminated.

D. 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 V **TERM**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE VI **DISSOLUTION**

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

ARTICLE VII **DIRECTORS**

A. The affairs of the Association shall be conducted, managed, and

controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors.

B. The method of election and term of office, removal, and filling of vacancies shall be set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

ARTICLE VIII **OFFICERS**

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors.

ARTICLE IX **BY-LAWS**

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X **AMENDMENTS**

Amendments to the Articles of Incorporation may be proposed and adopted, provided that no amendment may be in conflict with the Cross Access and Easement Agreement and provided, further, no amendment shall be effective to impair or dilute any rights of the a Parcel Owner that are governed by such Agreement. Any amendment to the Cross Access and Easement Agreement which alter any provision relating to the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.

ARTICLE XI **INCORPORATION**

The name and address of the incorporator to these Articles of Incorporation is as follows:

LAWRENCE R. O'REILLY
138 Palm Coast Parkway, Box 310
Palm Coast, Florida 32137

ARTICLE XII
REGISTERED AGENT OFFICE

The initial registered agent of the corporation is:

TIMOTHY J. CONNER, ATTORNEY
2 Jungle Hut Road, Ste. 1
Palm Coast, Florida 32137

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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE AND PROCESS**

Pursuant to **Section 48.091, Florida Statutes**, The Corporation BUNNELL COMMONS HOMEOWNERS ASSOCIATIONS, INC., hereby designates:

TIMOTHY J. CONNER, ATTORNEY
2 Jungle Hut Road, Ste. 1
Palm Coast, Florida 32137

as its registered agent and the street address of its registered office for service of process within the State of Florida.

**BUNNELL COMMONS PROPERTY
OWNERS ASSOCIATION, INC.**

By: 
LAWRENCE P. O'REILLY
Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of BUNNELL COMMONS PROPERTY OWNERS ASSOCIATION, INC. for service of process within the State of Florida.


TIMOTHY J. CONNER,
Registered Agent

**STATE OF FLORIDA)
COUNTY OF FLAGLER)**

The foregoing Articles of Incorporation were acknowledged before me this 4th day of April 2008, for the purposes expressed in such Articles.


NOTARY PUBLIC

