

N08000004385

MARK FREUND

(Requestor's Name)

989 ILEX WAY

(Address)

TALLAHASSEE, FL 32312

(Address)

(City/State/Zip/Phone #)

☒ PICK-UP

☒ WAIT

☐ MAIL

(Business Entity Name)

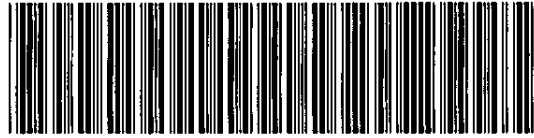
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TO ACKNOWLEDGE  
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RM 5/11/08

ARTICLES OF INCORPORATION OF  
PALAFOX PRESERVE COMMERCIAL PROPERTY OWNERS'  
ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation of Palafox Preserve Commercial Property Owners' Association, Inc.

Article 1

The name of this corporation is: Palafox Preserve Commercial Property Owners' Association, Inc. The principal address for this corporation is 989 Ilex Way, Tallahassee, Florida 32312.

Article 2

This Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation may be distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3

The purpose of this Corporation is to engage in all businesses and activities that are permissible under the laws of the State of Florida, including, but not limited to, the operation, maintenance, management, construction, re-construction, repair, replacement, and improvement of the storm water facility that exists in or upon Lot 1, Block B, Palafox Preserve, per plat recorded in Plat Book TBD\* at Page TBD\* of the Official Records of Leon County, Florida, to provide for the common maintenance, repair, construction, re-construction of parking and other common facilities in or upon Lot 1, Block B, Palafox Preserve, per plat recorded in Plat Book TBD\* at TBD\* of the Official Records of Leon County, Florida, and to allocate the costs of the same among or between the owners of the real property constituting said Lot and said Block.

Article 4

The duration of this Corporation shall be perpetual.

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## Article 5

The Corporation is organized and shall be operated exclusively to carry out, further, and to effect the Declaration of Covenants and Restrictions as recorded at Book 3654 at Page 00211 of the Public Records of Leon County, Florida, and to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, without limitation, to acquire by bequest, devise, gift purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth in said Declaration. In addition, the Corporation is empowered to do such other and additional things as are incidental to any of the foregoing purposes of this Corporation or necessary or desirable in order to accomplish any of the foregoing purposes of this Corporation.

## Article 6

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

## Article 7

There shall be only one class of voting membership of this Corporation, all of whom shall be a Commercial Owner of Lot 1, Block B, Palafox Preserve Subdivision, as per plat recorded in Plat Book TBD\* at Page TBD\* of the Public Records of Leon County, Florida. Each Commercial Owner as defined in the Declaration of Covenants and Restrictions as recorded in Book 3854 at Page 00211 of the Public Records of Leon County, Florida, shall be a Member of the Association for the duration of the Commercial Owner's ownership of any portion of Lot 1, Block B, Palafox Preserve Subdivision, and, if there shall be more than one Commercial Owner, each Commercial Owner shall have a number of votes equal to the rentable ground retail space owned by such Member as of June 30<sup>th</sup> in or upon Lot 1, Block B, Palafox Preserve Subdivision, as per plat recorded in Plat Book TBD\* at Page TBD\* of the Public Records of Leon County, Florida.. There shall be no non-voting Members of the Corporation. If there is only one Commercial Owner of Lot 1, Block B, Palafox Preserve Subdivision, then said owner shall elect all of the Directors of the Corporation. If, as of June 30<sup>th</sup> of any calendar year following the following of these Articles with the Secretary of State of the State of Florida, there are two or more Commercial Owners of Lot 1, Block B, Palafox Preserve, then the Commercial Owners shall be elected the Directors of the Corporation by majority vote of the Commercial Owners based upon the number of votes equal to the rentable ground retail space owned by such Members as of June 30<sup>th</sup> of each calendar year following the date on which these Articles of Incorporation have been filed with the Secretary of State of the State of Florida.

#### Article 8

The street address of the initial Registered Office of the Corporation is 989 Ilex Way, Tallahassee, Florida 32312, and the initial Registered Agent is Mark Freund.

#### Article 9

The management of this Corporation is vested in a Board of Directors which shall be comprised of three Directors. The initial Directors are:

Mark Freund, 989 Ilex Way, Tallahassee, Florida 32312

Alan J. Freund, 1101 N.W. Seventh Street, Boca Raton, Florida 33486

George Harrison, 3360 Capital Circle, N.E., Tallahassee, Florida 32308

#### Article 10

The officers of this Corporation shall consist of a president and a secretary, and, if determined by the Board of Directors, one or more vice presidents and a treasurer. The name and address of the initial officers of this Corporation are:

Mark Freund, 989 Ilex Way, Tallahassee, Florida 32312      President

Mark Freund, 989 Ilex Way, Tallahassee, Florida 32312      Secretary

#### Article 11

The name and address of the Incorporator is:

Mark Freund, 989 Ilex Way, Tallahassee, Florida 32312

#### Article 12

The Board of Directors may adopt, amend, and rescind Bylaws as the Board may determine from time to time.

#### Article 13

The Articles of Incorporation may be amended or repealed by the majority vote of the Members of the Corporation from time to time.

Article 14

This Corporation is organized on a nonstock basis, and no shares of stock shall be issued to any Member of the Corporation. Membership in this Corporation shall be determined by reference to the legal ownership of Lot 1, Block B, Palafox Preserve Subdivision, as reflected in the Public Records of Leon County, Florida.

Article 15

The Corporation shall indemnify and hold each Officer and Director, including former Officers and Directors, harmless to the full extent permitted by the laws of the State of Florida.

As used in these Articles of Incorporation, "TBD\*" means the Plat Book and Plat Page number for the Palafox Preserve Subdivision once the same has approved by the Board of County Commissioners of Leon County, Florida, and these Plat Book and Plat Page numbers have been determined upon the recording of the plat in the Official Records of Leon County, Florida.

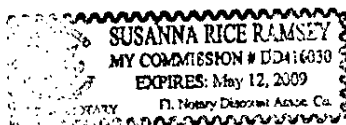


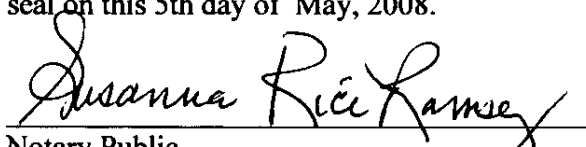
Mark Freund  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Mark Freund who ☒ is personally known to me or ☐ produced the following for identification: \_\_\_\_\_, and who acknowledged to me that he executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal on this 5th day of May, 2008.




  
Notary Public  
My commission expires: May 12, 2009

ACCEPTANCE BY REGISTERED AGENT

I, Mark Freund, hereby accept my appointment as Registered Agent for the Palafox Preserve Commercial Property Owners' Association, Inc. as set forth in the foregoing Articles of Incorporation.

May 5, 2008.

  
\_\_\_\_\_  
Mark Freund

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