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# FLORIDA PROFIT/NON PROFIT CORPORATION

## Shoppes at Avalon Property Association, Inc.

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**SHOPPES AT AVALON PROPERTY ASSOCIATION, INC.**
**ARTICLES OF INCORPORATION**
**In Compliance with Chapter 617, F.S. (Not for Profit)**

## ARTICLE I – NAME

The name of the Corporation shall be: **Shoppes at Avalon Property Association, Inc.**

## ARTICLE II– PRINCIPAL OFFICE

The initial principal place of business and mailing address of this Corporation shall be:

Shoppes at Avalon Property Association, Inc.
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301



## ARTICLE III – PURPOSE

The purpose of the Corporation shall be to provide for maintenance, preservation and architectural control of The Shoppes at Avalon located in Hernando County, Florida; to perform all acts provided in the Master Declaration of Covenants, Conditions and Restrictions of said subdivision for the association ("Declaration"); and to take all action necessary to promote the health, safety and welfare of the property owners. All capitalized terms used in these Articles shall have the same definition as in the Declaration.

The Corporation shall operate, maintain and manage the surface water or storm management system(s) in a manner consistent with the South West Florida Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the Surface Water or Stormwater Management System (as hereinafter defined).

The Corporation shall levy and collect adequate assessments against members of the corporation for the costs of maintenance and operation of the surface water of stormwater management system.

## ARTICLE IV – MANNER OF ELECTION

Directors shall be elected or appointed in the manner provided in the Bylaws of the Corporation.

## ARTICLE V – CORPORATE POWERS

This Corporation shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws, as may be amended from time to time.

The Association shall have all of the powers and duties set forth in law and equity, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments and other charges against members as members, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Property, and other property acquired or leased by the Corporation.

(d) To purchase insurance upon the Property and insurance for the protection of the Association, its officers, directors and Tract Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Tract Owners.

(f) To approve or disapprove the leasing, transfer, ownership and possession of the Tracts as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Property, subject, however, to the limitation regarding assessing Tracts owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.

(h) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the common elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by law, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(i) To employ personnel to perform the services required for the proper operation of the Property.

(j) To exercise all other powers and duties as may be set forth in the By-Laws and the Declaration.

(k) The power to levy reasonable fines.

## ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

Steven A. Weinberg, Esquire
7805 S.W. 6th Court
Plantation, FL 33324

## ARTICLE VII – INCORPORATOR

The name and address of the incorporator is:

Steven A. Weinberg, Esquire
7805 S.W. 6th Court
Plantation, FL 33324

## ARTICLE VIII – BOARD OF DIRECTORS & OFFICERS

The Board of Directors and Officers of the corporation shall be as provided in the Bylaws and shall be elected or appointed as provided in the Bylaws. The first Board of Directors shall be:

Jon Auerbach
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301

Rocco Ferrera
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301

Bryson Ridgway
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301

The first officers shall be:

Jon Auerbach - President
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301

Rocco Ferrera – Vice President
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301

Bryson Ridgway – Secretary/Treasurer
c/o Stiles Corporation
300 S.E. 2nd Street
Fort Lauderdale, FL 33301

## ARTICLE IX – BYLAWS

The bylaws of the Corporation shall be adopted by the Board of Directors at their first meeting and may be altered, amended or rescinded in the manner provided in the Bylaws.

## ARTICLE X – EXISTENCE

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

## ARTICLE XI – MEMBERSHIP

All persons who are Owners of Tracts within The Shoppes at Avalon shall automatically be Members of this Corporation. Such membership shall automatically terminate when such person is no longer the Owner of a Tract. Membership in this Corporation shall be limited to such Tract Owners.

## ARTICLE XII – ASSESSMENTS OF OWNERS

The Corporation shall have the power and authority to assess the Owners of the Property in the subdivision for the operation and maintenance of the Common Areas of the subdivision, as more fully described and defined in the Declaration and any amendments thereto.

## ARTICLE XIII – DISSOLUTION

In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40D-42.027, F.A.C., and be approved in writing by the South West Florida Management District prior to such termination, dissolution or liquidation.

## ARTICLE XIV – PROPERTY DESCRIPTION

The property encompassed by the permit (where the surface water management system will be located) must be included in the definition of the subject property for the Declaration.

## ARTICLE XV – DEFINITIONS

"Surface Water or Stormwater Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity or quality of discharges. The "Corporation" shall also mean and may be referred to as the "Association".

## ARTICLE XVI – DUTIES OF CORPORATION

In addition to its other duties, the Corporation shall be responsible for the maintenance, operation and repair of the surface water or stormwater management system. Maintenance of the surface water or stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the South West Florida Water Management District. Any repair or reconstruction of the surface water or stormwater management system shall be as permitted or, if modified, as approved in writing by the South West Florida Water Management District.

## ARTICLE XVII – COVENANT FOR MAINTENANCE ASSESSMENTS FOR CORPORATION

In addition to other uses, assessments shall also be used for the maintenance and repair of the Surface Water or Stormwater Management System including but not limited to work within retention areas, drainage structures and drainage easements. The officers of the Corporation may, by a majority vote, increase assessments for the maintenance and repair of the Surface Water or Stormwater Management System.

**ARTICLE XVIII – EASEMENT FOR ACCESS AND DRAINAGE**

The Corporation shall have a perpetual non-exclusive easement over all areas of the surface water or stormwater management system for access to operate, maintain or repair the system. By this easement, the corporation shall have the right to enter upon any portion of any lot which is a part of the surface water or stormwater management system, at a reasonable time and in a reasonable manner, to operate, maintain or repair the Surface Water or Stormwater Management System as required by the South West Florida Water Management District permit. Additionally, the Corporation shall have a perpetual non-exclusive easement for drainage over the entire Surface Water or Stormwater Management System. No person shall alter the drainage flow of the Surface Water or Stormwater Management System, including buffer areas or swales, without the prior written approval of the South West Florida Water Management District.

**ARTICLE XIX – AMENDMENT**

These Articles of Incorporation may be modified or amended at any duly convened meeting of the Members by the affirmative vote of a majority of the total votes of the Members present at a duly called meeting of the Members of the Corporation. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid.

The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hernando County, Florida.

Notwithstanding the foregoing, any amendment to the Declaration or these Articles 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 written approval of the South West Florida Water Management District. The officers of the corporation may, by a majority vote, make any amendment to the Declaration or these Articles to come into compliance with District rules.

**ARTICLE XX – ENFORCEMENT**

The South West Florida Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Declaration or these Articles which relate to the maintenance, operation and repair of the Surface Water or Stormwater Management System.

## ARTICLE XXI –DISTRIBUTION

There shall be no dividends paid to any of the Members nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be either refunded to the Members or kept by the Corporation and applied against the Corporation's expenses for the following year as shall be determined by a vote of the Members, subject to approval by the Board of Directors of the Association. The Corporation may pay compensation in a reasonable amount to its Members, directors, and officers, and/or the Developer, its directors and officers and employees for services rendered, and may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its Members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number and voting of Members, shall be upon such terms and conditions as provided for in the Declaration and By-Laws.

## ARTICLE XXII – PRINCIPAL OFFICE

The initial offices of the Corporation shall be located at c/o Stiles Corporation, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time-to-time be designated by the Board of Directors.

## ARTICLE XXIII – INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of non contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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IN WITNESS WHEREOF the undersigned subscribing incorporator to these Articles of Incorporation has hereunto set his hand and this 7th day of January, 2009.

Steven A. Weinberg, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

The name of the corporation is: **SHOPPES AT AVALON PROPERTY ASSOCIATION, INC.**

The name and address of the registered agent and office is:

Steven A. Weinberg, Esquire
7805 S.W. 6th Court
Plantation, FL 33324

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date: January 7, 2009

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