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2009 MAY 11 P 4:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 12 2009

D. A. WHITE

LAW OFFICES  
**PATTERSON & HARMON, P.A.**

GEORGE A. PATTERSON  
BLAKE M. HARMON

Box A-6, Suite 480  
4701 North Federal Highway  
Pompano Beach, Florida 33064-6562

Telephone (954) 785-5858  
Fax (954) 785-5868

May 6, 2009

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Vero Industrial Park Association, Inc.  
Our File No. 16,926

Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida not for profit corporation. Also enclosed is our firm's check in the amount of \$78.75 payable to the Department of State, representing payment of the following:

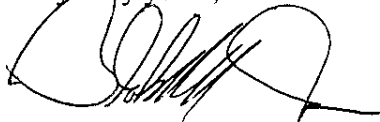
Filing Fees	\$35.00
Certified Copy	\$ 8.75
Registered Agent	
<u>Designation</u>	<u>\$35.00</u>

TOTAL: \$78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your consideration in this matter.

Very truly yours,



BLAKE M. HARMON

BMH/mwb  
Enclosures

**FILED**

2009 MAY 11 P 4: 35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VERO INDUSTRIAL PARK ASSOCIATION, INC.**

**(A corporation not for profit under Chapter 617, Florida Statutes)**

**ARTICLE I**

**Name and Principal Office Address**

The name of this corporation shall be **VERO INDUSTRIAL PARK ASSOCIATION, INC.** (hereinafter called the "Corporation"). The principal office address shall be 6939 Nineteen Mile Road, Sterling Heights, MI 48314, or at such other place as may designated, from time to time, by the Board of Directors.

**ARTICLE II**

**Purpose**

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of certain common areas within that certain tract of property located in Indian River County, Florida, known as **VERO INDUSTRIAL PARK** (the "Development"); to promote the health, safety and welfare of the owners and occupants within the above-described Development and any additional property as may be brought within the jurisdiction of this Corporation; and the Corporation shall have the proper authority to maintain and administer the common areas within the Development and all facilities located thereon and to administer and enforce the covenants and restrictions as well as the collecting and disbursing of the assessments and charges hereinafter created so that the Corporation shall have the power:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions for **VERO INDUSTRIAL PARK** (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the office of the Public Records of Indian River County, Florida, and as the same may be amended from time to time as therein provided.

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(c) to acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(d) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) to dedicate, sell, or transfer all of any part of the Common Area (as defined in the Declaration) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the membership;

(f) to participate in mergers and consolidations with other not for profit corporations organized for the same purposes or annex additional property and Common Area as provided in the Declaration;

(g) to have and to exercise any and all powers, rights and privileges which a Corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

(h) to contract with third parties to perform the functions of the Corporation;

(i) to manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the Corporation by rule, regulation, Declaration or contract has a right or duty to provide such services;

(j) to enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or the By-Laws of the Corporation;

(k) to engage in activities which will actively foster, promote, and advance the common interests of owners of Lots within the Development;

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

(m) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interest in such corporations, firms or individuals.

(n) to adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation, provided, however, such By-Laws may not be inconsistent with or contrary to any provision of the Declaration;

(o) to provide any and all supplemental municipal services as may be necessary or proper;

(p) the Corporation shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 40-061-88981-2 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; and

(q) the Corporation shall levy and collect adequate assessments against members of the Corporation for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The assessments shall 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 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 II are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article II.

### **ARTICLE III**

#### **Membership**

(a) The Corporation shall be a membership Corporation without certificates or shares of stock.

(b) The Owner of each Lot subject to the Declaration shall be a member of the Corporation and shall be entitled to vote in accordance with the provisions set forth in the Declaration, except there shall be no vote for any Lot owned by the Corporation. The manner of exercising voting rights shall be as set forth in the Declaration and the By-Laws of the Corporation.

(c) Change of membership in the Corporation shall be established by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing record title to a Lot subject to the Declaration. Written notice shall be given to the Corporation of such change in title. Upon such recordation, the owner designated by such instrument shall become a member of the Corporation and the membership of the prior owner shall be terminated.

(d) The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Lot.

### **ARTICLE IV**

### **Term**

The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and shall be perpetual unless it is terminated by law or the Declaration which describes how the Corporation shall be terminated.

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 systems 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 V**

### **Name and Residence of Subscribers**

The names of the Subscribers to these Articles of Incorporation are:

PAUL C. JANKOWSKI, JR.

SAMUEL BUTTERS

## **ARTICLE VI**

### **Officers**

The affairs of the Corporation shall be managed by its Board of Directors, who shall be elected at the annual meeting of the Corporation. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other Officers as the Board of Directors may from time to time designate, which Officers shall be elected annually by the Board of Directors. The names of the Officers who are to serve until the first election or appointment are as follows:

PAUL C. JANKOWSKI, JR., President

SAMUEL BUTTERS, Vice President

DAVID MANCINI, Secretary/Treasurer

## **ARTICLE VII**

### **Board of Directors**

The affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

The names and addresses of the members of the Initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

PAUL C. JANKOWSKI, JR.  
6939 Nineteen Mile Road  
Sterling Heights, MI 48314

SAMUEL BUTTERS  
2005 W. Cypress Creek Road, Suite 202  
Fort Lauderdale, FL 33309

DAVID MANCINI  
2601 N.W. 48<sup>th</sup> Street  
Deerfield Beach, Florida 33073

## **ARTICLE VIII**

### **By-Laws**

The original By-Laws are to be made by the original Board of Directors. The same may thereafter be amended, altered, or rescinded only in accordance with the provisions of such By-Laws.

## **ARTICLE IX**

### **Amendment of Articles**

Amendments to the Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote of the members at either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors, and the provisions for adoption by members shall not apply.

(b) Written notice consistent with the By-Laws of the Corporation setting forth the proposed Amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed Amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed Amendment. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

Any number of amendments may be submitted to the members and vote upon by them at one meeting.

If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an Amendment to the Articles of Incorporation be adopted, then the Amendment shall be adopted as though the above Article IX, Sections (a) through (c) had been satisfied.

The members shall not amend the Articles of Incorporation without an act of the directors.

## **ARTICLE X**

### **Registered Office**

The Registered Agent for the service of process within this State shall be:

DAVID MANCINI  
2601 N.W. 48<sup>th</sup> Street  
Deerfield Beach, Florida 33073

## **ARTICLE XI**

### **Definitions**

All terms used herein which are not defined shall have the same meaning provided in the Declaration.

## **ARTICLE XII**

### **Stormwater Management System**

The Association shall operate, maintain and manage the surface water or stormwater



management system in a manner consistent with the St. Johns River Water Management District Permit No. 40-061-88981-2 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions which relate to the surface water or stormwater management system.

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

In the event of termination, dissolution or final liquidation of the Association, 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 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned Subscribers to these Articles of Incorporation have hereunto affixed their signature this 15<sup>th</sup> day of April, 2009.

  
\_\_\_\_\_  
PAUL C. JANKOWSKI, JR.

  
\_\_\_\_\_  
SAMUEL BUTTERS

STATE OF Michigan  
COUNTY OF Macomb

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April, 2009, by  
**PAUL C. JANKOWSKI, JR.**

Kimberley Miller (SEAL)  
Notary Public  
My Commission Expires: November 2014

Personally known ✓ OR  
Produced Identification \_\_\_\_\_  
Type of Identification Produced:  
\_\_\_\_\_



STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 16 day of April, 2009, by  
**SAMUEL BUTTERS.**

Kathleen L. Simons (SEAL)  
Notary Public  
My Commission Expires: MARCH 27 2010

Personally known ✓ OR  
Produced Identification \_\_\_\_\_  
Type of Identification Produced:  
\_\_\_\_\_



KATHLEEN L. SIMONS  
MY COMMISSION # DD 520165  
EXPIRES: March 27, 2010  
Bonded Thrift Budget Notary Services

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Indian River, the City of Vero Beach, State of Florida, the corporation named in the said Articles has named **DAVID MANCINI**, whose address is 2601 N.W. 48<sup>th</sup> Street, Deerfield Beach, Florida 33073, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
**DAVID MANCINI,**  
REGISTERED AGENT

DATED this 1 day of May, 2009.

**FILED**  
2009 MAY 11 P 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA