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FLORIDA PROFIT/NON PROFIT CORPORATION  
Rockledge Marketplace Commercial Property Owners' As

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**ARTICLES OF INCORPORATION  
OF  
ROCKLEDGE MARKETPLACE COMMERCIAL PROPERTY OWNERS'  
ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Condominium and Declaration of Covenants, Conditions, Restrictions and Easements for Rockledge Marketplace, a Commercial Condominium to be recorded in the Public Records of Brevard County, Florida, as it may be modified and supplemented from time to time (the "Declaration").

**ARTICLE I - NAME**

The name of the corporation is ROCKLEDGE MARKETPLACE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter referred to as the "Association."

**ARTICLE II - REGISTERED AGENT**

The name and address of the Registered Agent of the Association is:

Jack L. Liberty III  
314 E. Anderson Street  
Orlando, FL 32801

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Association shall be located at 314 E. Anderson Street, Orlando, FL 32801; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

**ARTICLE IV - PURPOSE AND POWERS**

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance, preservation and architectural control of all Improvements on the Property and the Common Elements, all within that certain tract of land described in the Declaration ("Property"), as the same may be supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of the Parcels. For such purposes, the Association shall have and exercise the following authority and powers:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail.

2. To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association, including without limitation, adequate assessments for the costs of maintenance, repair and

operation of the Stormwater Management System, including without limitation drainage structures and drainage easements.

3. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Association.

4. To borrow money and, with the consent of seventy-five percent (75%) of the holders of votes at a duly noticed meeting of Members at which a quorum is present in person or by proxy, to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.

5. To dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors.

6. To participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, as more fully provided in the Declaration.

7. To make, establish and amend reasonable rules and regulations governing the use of the Units and Common Elements.

8. To maintain, repair, replace, operate and manage the Common Elements.

9. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Elements.

10. To exercise architectural control over the Improvements within the Property pursuant to the rights granted to the Association in the Declaration.

11. To have and to exercise any and all powers, rights and privileges that a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

12. To timely file all required corporate filings with the Florida Secretary of State's office.

13. To operate, maintain and manage the Stormwater Management System in a manner consistent with the SJRWMD permit requirements and applicable SJRWMD rules, and to levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

#### ARTICLE V - MEMBERSHIP

1. Every person or entity who is the record owner of a fee or undivided fee interest in any Parcel, including without limitation L & J Properties, LLC, a Florida limited liability company ("Developer"), and contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Parcel that is subject to assessment by the Association.

2. The transfer of the membership of any Owner shall be established by the recording in the Public Records of Brevard County of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and new Owner of the Parcel to provide such copy to the Association.

3. The interest 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 the Parcel owned by such Member.

#### ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting Members, as follows:

1. Class A. Class A Members shall be all Owners, with the exception of Developer, while the Class B Membership exists. Class A Members shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person holds an interest in any Parcel, all such persons shall be Members; provided, however, the vote for such Parcel shall be exercised as they shall determine jointly among themselves, but in no event shall more than one (1) vote be cast with respect to any Parcel. Notwithstanding the foregoing, if title to any Parcel is held by a husband and wife, either spouse may cast the one (1) vote for such Parcel unless and until a written voting authorization is filed with the Association. When title to a Parcel is in a corporation, partnership, association, trust, or other entity (with the exception of Developer), such entity shall be subject to the applicable rules and regulations contained in the Articles and Bylaws and in no event may more than one (1) vote be cast by any entity with respect to any Parcel.

2. Class B. The Class B Member shall be Developer, which shall be entitled to four (4) votes per Parcel owned by the Developer. The Developer is entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least one (1) Parcel.

3. Turnover. When Class A Members own fifteen percent (15%) or more of the Parcels in the Association Property that will ultimately be operated by the Association, then the Class A Members shall be entitled to elect no less than one-third (1/3) of the Board of Directors. Class A Members are entitled to elect not less than a majority of the members of the Board of Directors upon the occurrence of the earlier of the following events ("Turnover"):

a. Three (3) years after fifty percent (50%) of the Parcels in the Association Property that will ultimately be operated by the Association have been conveyed to Class A Members;

b. Three (3) months after ninety percent (90%) of the Parcels in the Association Property that will ultimately be operated by the Association have been conveyed to Class A Members;

c. When all of the Parcels in the Association Property that will ultimately be operated by the Association have been completed, some of them have been conveyed to Class A Owners, and none of the others are being offered for sale by the Developer in the ordinary course of business;

d. When some of the Parcels have been conveyed to the Class A Owners and none of the others are being offered for sale by the Developer in the ordinary course of business; or

e. Seven (7) years from the recording of this Declaration.

After Turnover, the Developer, as a Class A Member, shall have one (1) vote for each Parcel owned by Developer. After Turnover, the Developer will be a Class A Member with respect to Parcels that it owns and shall have all rights and obligations of a Class A Member, except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association, provided, however, that until Turnover, the Directors need not be Members of the Association. There shall be three (3) Directors of the Association prior to Turnover. The first Board of Directors after Turnover shall include three (3) Directors. After the first post-Turnover Board of Directors is elected, the Members may vote to increase the number of Directors on the Board of Directors to a maximum of seven (7) Directors, by amending these Articles of Incorporation in accordance with the Amendment requirements set forth in Article XII of these Articles.

The names and addresses of the persons who are to act in the initial capacity of Directors, until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Jack L. Liberty III	314 E. Anderson Street Orlando, FL 32801
Don M. Huber	314 E. Anderson Street Orlando, FL 32801
Ann Freeland	314 E. Anderson Street Orlando, FL 32801

Until Turnover, the Board of Directors shall consist of Directors appointed by the Class B Member, who shall serve until the Class B Member no longer has the right to appoint any Directors.

At the first annual meeting after Turnover, the Class A Members shall elect one-third (1/3) of the Directors to be elected by the Class A Members for a term of one (1) year, one-third (1/3) of the Directors to be elected by the Class A Members for a term of two (2) years and one-third (1/3) of the Directors to be elected by the Class A Members for a term of three (3) years (should the membership of the Board of Directors not be divisible by three (3), then the classes of directors should be made as nearly equal as possible). At each annual meeting thereafter, the Members shall elect the Directors to be elected by the Class A Members for terms of three (3) years; provided however, for so long as the Class B Member has the right to appoint the minority of the Directors or at least one (1) Director, the Class B Member shall appoint and replace such persons at its sole discretion. (After Turnover and for so long as the Class B Member owns at least one (1) Parcel within the Property, the Class B Member may appoint the minority of the Board of Directors or not less than one (1)

Director). Any vacancy on the Board of Directors that is not subject to appointment by the Class B Member shall be filled for the unexpired term of the vacated office by the remaining Directors.

#### ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of Members in accordance with the provisions of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association is created, or for the general welfare of the residents of the County. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to similar purposes.

In the event of termination, dissolution or final liquidation of the Association, any responsibility that the Association has for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C., and be approved by the SJRWMD prior to such termination, dissolution or liquidation.

#### ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the initial officers, who shall serve until the first annual meeting of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Jack L Liberty III, President	314 E. Anderson Street Orlando, FL 32801
Don M. Huber, Vice President	314 E. Anderson Street Orlando, FL 32801
Ann Freeland, Secretary/Treasurer	314 E. Anderson Street Orlando, FL 32801

#### ARTICLE XI - BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

#### ARTICLE XII - AMENDMENTS

The Members of the Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the written consent or approval of Members holding seventy-five percent (75%) of the votes at a duly noticed meeting at which a quorum is present, in person or by proxy. Provided,

further, that no amendment shall conflict with any provisions of the Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these Articles that affect the rights of the SJRWMD, shall be subject to the approval of the SJRWMD. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the Public Records of the County.

#### ARTICLE XIII - INDEMNIFICATION

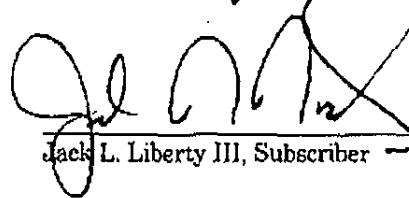
This Association shall indemnify any and all of its directors, officers, employees or agents, or former directors, as permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

#### ARTICLE XIV - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

Jack L. Liberty III  
314 E. Anderson Street  
Orlando, FL 32801

For the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 19th day of August, 2010.



Jack L. Liberty III, Subscriber

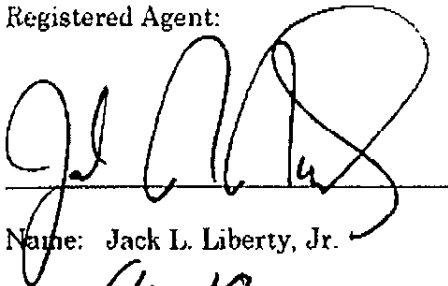
**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts. **ROCKLEDGE MARKETPLACE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 314 East Anderson Street, Orlando, Florida 32801, has named Jack L. Liberty III, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:

A handwritten signature in black ink, appearing to read 'JL Liberty Jr', is written over a horizontal line.

Name: Jack L. Liberty, Jr.

Dated: Aug. 19, 2010