

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000026954 3)))



H110000269543ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : KATZ, BARRON, SQUITERO AND FAUST
Account Number : 072627002473
Phone : (305) 856-2444
Fax Number : (305) 285-9227

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: dmb@Katzbarron.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Seminole Orange Plaza Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB -1 AM 10:29

FILED

Dmb/ssm #26042.003

MRS 2/2

Electronic Filing Menu

Corporate Filing Menu

Help

110000 269543

FILED

11 FEB -1 AM 10:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR
SEMINOLE ORANGE PLAZA ASSOCIATION, INC.
(a Florida corporation not-for-profit)**

The undersigned Incorporator, Jim Zengage, adopt(s) the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation shall be Seminole Orange Plaza Association, Inc. (the "Association").

ARTICLE II.

DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Easements, Covenants, Conditions and Restrictions for Seminole Orange Plaza (the "Declaration") recorded, or to be recorded, among the Public Records of Palm Beach County, Florida by Loxahatchee Venture, LLC, a Florida limited liability company (collectively the "Declarant"), and shall have the same meaning or definition used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be 1120 S. Federal Highway, Suite 200, Delray Beach, Florida 33483.

ARTICLE IV.

PURPOSES

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject, to the extent applicable, to Chapter 720 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of the Parcels within Seminole Orange Plaza and described in the Declaration.

2. To own and maintain, repair and replace the Common Areas, including without limitation landscaping and other improvements in and/or benefiting the Parcels for which the obligation to maintain and repair has been delegated and accepted.

3. To operate without profit for the benefit of its Members.

4. To perform those duties and functions assigned to or reserved by the Association in the Declaration.

ARTICLE V.

GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To affix assessments to be levied against Parcels within the Shopping Center and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

5. To pay taxes and other charges, if any, on or against the Common Areas and Association Property.

6. To have all express powers conferred upon the Association by the Declaration.

7. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE VI

MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

110000026954 3

ARTICLE VII.**MEMBERS**

Every Owner of a Parcel which is subject to Assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to Assessment. The foregoing does not include persons or entities that hold a leasehold interest (except a ground lease with an initial term for more than 40 years) which lessee shall be deemed an Owner) or Parcel ownership merely as security for the performance of an obligation.

ARTICLE VIII.**DIRECTORS**

The Board of Directors of the Corporation shall be comprised of three (3) directors. The initial members of the Board of Directors and the street addresses are:

JIM ZENGAGE 1120 S. Federal Highway, Suite 200
Delray Beach, Florida 33483

GRAHAM HUTCHISON 1120 S. Federal Highway, Suite 200
Delray Beach, Florida 33483

**CHRISTOPHER J.
BROWN** 1120 S. Federal Highway, Suite 200
Delray Beach, Florida 33483

The Directors shall be elected at the annual meeting of the Members as described in the By-Laws. Directors shall be elected for terms of one (1) year until the next annual meeting of the Members. Elections shall be by plurality votes.

ARTICLE IX.**OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President	<u>JIM ZENGAGE</u>
-----------	--------------------

H110000269543

Vice President/Treasurer	<u>JIM ZENGAGE</u>
Secretary	<u>JIM ZENGAGE</u>

ARTICLE X.**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the Corporation's initial registered office is: 1120 S. Federal Highway, Suite 200, Delray Beach, Florida 33483 and the name of the initial Registered Agent at such address is: Jim Zengage.

ARTICLE XI.**INCORPORATOR**

The name and street address of the Incorporator for these Articles of Incorporation is: Jim Zengage, 1120 S. Federal Highway, Suite 200, Delray Beach, Florida 33483.

ARTICLE XII**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE XIII.**BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIV.**AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

Any amendment of these Articles requires the affirmative vote of Members representing at least two-thirds of the Members present in person or by proxy at a meeting of the membership called in accordance with the Bylaws.

ARTICLE XV.**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

H110000269543

a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity as a Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

02-01-2011 13:02

From-Katz Baron Squitiero & Faust, P.A.

3058540740

T-864 P.007/009 F-648

H110000269543

ARTICLE XVI.

DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution.

[Signature Page Follows]

02-01-2011 13:03

From-Katz Baron Squitiero & Faust, P.A.

3056540740

T-864 P.008/008 F-648

4110000269543

IN WITNESS WHEREOF, these Articles of Incorporation for Seminole Orange Plaza Association, Inc. have been executed by the undersigned Developer, pursuant to the terms of the Declaration as of this 27 day of January, 2011.

By:

Jim Zengage
Jim Zengage, Incorporator

STATE OF FLORIDA)

) ss.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 27 day of January, 2011, by **JIM ZENGAGE**, who ☒ is personally known to me or () has produced _____ as identification.

Notary Public

Print Name: Virginia Haslett

My Commission Expires: _____

Commission Number: _____



FILED
11 FEB - 1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02-01-2011 13:03

From-Katz Baron Squitiero & Faust, P.A.

3058540740

T-864 P 009/009 F-648

H11000026954 3

FILED

11 FEB -1 AM 10:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No.

H11000026954 3

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all the Statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 607.0505, Florida Statutes.


JIM ZENGAGE