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COVER LETTER

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

SUBJECT: Harrison / Barna Shoppes Property Owners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John L. Soileau, Esquire
Name (Printed or typed)

3490 North US Highway 1
Address

Cocoa, FL 32926
City, State & Zip

321-631-1550
Daytime Telephone number

john@soileau@yahoo.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

HARRISON/BARNA SHOPPES PROPERTY OWNERS ASSOCIATION, INC.

(A Corporation not-for-profit)

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NOTARY OF FLA. 15
HALL COUNTY, FLA. 15

The undersigned hereby associate for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not-for-profit, and hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the "Association", shall be HARRISON/BARNA SHOPPES PROPERTY OWNERS ASSOCIATION, INC. Its principal office and place of business shall be at 4592 Ulmerton Road, Suite 102, Clearwater, FL 33762. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II - PURPOSE AND POWERS

Section 1. The purpose for which this Association is organized is to act as a governing "Association" to operate and manage the Common Property described in the Declaration of Covenants, Conditions, Restrictions and Easements for Harrison/Barna Shoppes ("Declaration"), and to fulfill other responsibilities set forth therein.

Section 2. The Association shall have all of the rights, powers, duties and functions of an association as set forth in the Corporations Not For Profit Act ("Act"), now or hereafter in effect, and all power and duties reasonably necessary to perform its responsibilities pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses incurred by the Association.
- (b) To use the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate any real or personal property owned or managed by the Association.

- (d) To purchase insurance for the protection of the Association and its members.
- (e) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws of the Association.
- (f) To contract for management, and to authorize a management agent to assist the Association in carrying out its powers and duties.
- (g) To purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the Property
- (h) To encumber, lease or grant other possessory or use interests or easements in any and all property which the Association may acquire or own.
- (i) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
- (j) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.
- (k) To exercise any and all common law and statutory powers, although not specifically recited above, of an association within the meaning of the Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized.
- (l) To enact rules and regulations concerning the use and enjoyment of the Common Property, and any property owned by the Association, not inconsistent with the Declaration.
- (m) To 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. 42-009-31970-3 requirements and applicable

District rules, the Association shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

- (n) To levy and collect adequate assessments against members of the Association for costs of maintenance and operation of the surface water or stormwater management system.

Section 3. Any officer or director individually or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee, or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Association, provided that the officers or such firm or corporation so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, prior to the making thereof. No contract or other transaction between this Association and any other such person, firm, or corporation, and no act of this Association shall in any way be affected or invalidated thereby. Any director of this Association who is also a director or officer of such other corporation or who is so interested shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE III - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

Section 1. CSC Properties, LLC constitutes the sole member of this Association until the recording of the Declaration. Upon the recording of the Declaration, each owner of any lands subject to the Declaration shall be entitled to membership in the Association.

Section 2. Membership shall be a prerequisite to exercising any rights as a member. A property subject to the Declaration ("Parcel") may be owned by more than one person or by a corporation, association, partnership or trust.

Section 3. Membership shall not be transferable, except as provided herein or in the Declaration. The membership of any Parcel owner shall terminate upon transfer of ownership in the

Parcel. The transferor's membership shall automatically transfer and be vested in the new owner succeeding to the ownership interest in the Parcel. The Association may rely on a recorded deed as evidence of transfer of a Parcel and thereupon terminate the transferor's membership and recognize as a member the transferee.

ARTICLE IV - TERM OF EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation.

The Association shall have perpetual existence.

ARTICLE V - NAMES AND RESIDENCES OF THE SUBSCRIBERS

The name and address of the subscriber of these Articles is as follows:

<u>Name</u>	<u>Residence Address</u>
John L. Soileau, Esq.	6340 N. Highway U.S. 1 Cocoa, FL 32927

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, a Secretary, a Treasurer, and any assistants to such officers or other officers as the Board of Directors may deem appropriate from time to time.

Section 2. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Rogers K. Haydon, Jr.	President	4592 Ulmerton Road, Suite 102, Clearwater, FL 33762
Leslie A. Rubin	Vice President	4592 Ulmerton Road, Suite 102, Clearwater, FL 33762.
James L. Walker	Secretary/Treasurer	4592 Ulmerton Road, Suite 102, Clearwater, FL 33762.

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed

at any meeting by the affirmative vote of the majority of the voting interests in the Association, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of three (3) persons.

Section 2. The names of the initial Board of Directors and their terms of office are as follows:

<u>Name</u>	<u>Term</u>
Rogers K. Haydon, Jr.	One Year
Leslie A. Rubin	One Year
James L. Walker	One Year

Section 3. At the expiration of the term of such initial Director, his or her successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until his or her successor has been elected and qualified.

Section 4. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by majority vote of the voting interests in the Association at a duly-called meeting.

Section 5. Annual meetings of the Board shall be held as provided in the Bylaws.

ARTICLE VIII - BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association, as provided therein, except that any such change of the Bylaws shall

not affect the rights or interest of the Developer or the mortgagees of any Parcel, without the written consent of the Developer or the mortgagee, respectively.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

Section 1. Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A two-thirds (2/3) affirmative vote of the voting interests of the Association shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any Parcel. No amendment shall be made that is in conflict with the Act or the Declaration.

ARTICLE X - VOTING

Section 1. Each member shall have that number of votes that is equivalent to the square footage of the Parcel(s) owned by the member at the time of the vote. The vote of any Parcel owned by more than one person or by a corporation, partnership, or trust shall be cast by a designee of the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the Parcel's vote shall not be voted. The designation may be drawn to apply to a specific meeting or to any and all meetings until revoked by the owner or owners of the Parcel.

Section 2. Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies and voting trust agreements must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.

Section 3. A membership shall be deemed in "good standing" upon evidence of ownership of a Property and membership shall pass as an appurtenance thereto.

ARTICLE XI - ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors or officers. The Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as 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.

Section 3. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, whether or not he or she is a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, John L. Soileau of Watson, Soileau, DeLeo, Burgett, Pickles & Baughan, P.A., at the following registered office: 3490 North U.S. Highway 1, Cocoa, FL 32926, is appointed agent for service of process upon the Association.

ARTICLE XIV - DISSOLUTION

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 subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 9th day of February 2011.

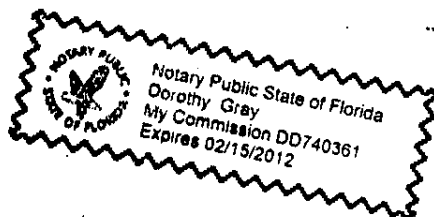
(SEAL)

John L. Soileau

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared JOHN L. SOILEAU, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at Cocoa, Florida, this 9th day of February, 2011.



Dorothy Gray

Notary Public
My commission expires

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is:

HARRISON/BARNA SHOPPES PROPERTY OWNERS ASSOCIATION, INC.

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

John L. Soileau, Esquire
Watson, Soileau, DeLeo, Burgett & Pickles & Baughan, P.A.
3490 North U.S. Highway 1
Cocoa, FL 32926

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

John L. Soileau

DATE: _____

2/9/11

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA