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FLORIDA PROFIT/NON PROFIT CORPORATION
THE PROLOGIS PARK SAWGRASS PROPERTY OWNERS'
ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
THE PROLOGIS PARK SAWGRASS PROPERTY
OWNERS' ASSOCIATION INC.

(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

ARTICLE 1- Definitions

The following words and phrases when used in these Articles (unless the context shall prohibit) shall have the meaning set forth in the Declaration, unless otherwise set forth herein:

- A. "Articles" means this document.
- B. "Assessments" means the expenses for which Owners are liable to the Association as described in the these Articles, the By-Laws and the Declaration, and includes, but is not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the Association's property and the common use areas.
- C. "Association" means The ProLogis Park Sawgrass Property Owners Association Inc.
- D. "Board" means the Board of Directors of the Association.
- E. "By-Laws" means the By-Laws of the Corporation.
- F. "Declarant" means ProLogis, a Maryland real estate investment trust.
- G. "Declaration" means that Certain Declaration of Covenants, Conditions, Restrictions and Easements recorded (or to be recorded) in the Public Records of Broward County, Florida, as amended from time to time.
- H. "Director" means a member of the Board.
- I. "Members" shall have the meaning set forth in Article V.
- J. "Property" means the property subjected to the Declaration.

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ARTICLE II - Name

The name of the Association shall be The ProLogis Park Sawgrass Property Owners' Association Inc. The present address of the Association is 3301 SW 42nd Street, Hollywood, Florida 33312.

ARTICLE III - Purposes

The purpose for which the Association is organized is to receive the dedication to and operate and maintain the common use area as are dedicated or assigned to the Association by the Declaration, and by separate grant or easement in accordance with the terms and purposes set forth in the Declaration, and to carry out the covenants and enforce the provisions of the Declaration or any amendment thereto.

ARTICLE IV - Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:

(1) To do all acts required to be performed by it under the Declaration or any amendment to the Declaration.

(2) To make, establish and enforce rules and regulations governing the use of the common use areas and any Property owned by the Association.

(3) To make, levy, and collect Assessments and costs of collection; and to use and expend the proceeds of Assessments in the exercise of its powers and duties hereunder and as set forth in the Declaration.

(4) Maintain, repair, replace and operate the Association's property and the common use areas in accordance with the requirements of the Declaration and any amendment thereto, and in accordance with the requirements of any governmental agency or entity having jurisdiction over the Property; also specifically including any other facilities and improvements which become the maintenance obligation of the Association under the terms of any agreement now existing or hereafter arising between the Association and any governmental or private entity or in accordance with any governmental mandate.

(5) To enforce by legal means the obligations of the members of the Association; the provisions of the Declaration and any amendment thereto; and the provisions of any dedication set forth in any separate grant or easement with respect to the use and maintenance of the common use areas and any Property owned by the Association.

ARTICLE V . Members

Every Owner and the Declarant shall be "Members" of the Association. Notwithstanding the foregoing, any such person or entity who merely holds record ownership as security for the performance of an obligation shall not be a Member of the Association. No Owner shall have more than 1 membership in the Association (the "Membership"), although a Member may have more or less than 1 vote in the Association as is herein provided. Memberships in the Association shall not be assignable, except to a successor in interest of the Owner or Declarant, and every Membership of an Owner or Declarant in the Association shall be appurtenant to and may not be separated from fee ownership of such Owner's Parcel or Declarant Parcel, respectively.

ARTICLE VI • Term

The term for which the Association is to exist shall be perpetual.

ARTICLE VII • Incorporator

The name and street addresses of the Incorporator of the Association is as follows:

Mark Jurgensen	c/o Prologis
	4545 Airport Way
	Denver, Colorado 80239

ARTICLE VIII • Officers

The affairs of the Association shall be managed by the President of the Association, a Vice President, a Secretary and a Treasurer. The Directors shall elect the officers. The President shall be elected from among the Directors but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE IX . First Officers

The names of the officers who are to serve until the first election of officers by the Board of Directors, are as follows:

President	Scott H. Alexander
Vice President and Secretary	Andrew Carney
Treasurer	Scott H. Alexander

ARTICLE X - Board of Directors

A. The number of members of the first Board of Directors (First Board) shall be three. Thereafter, the number of members of the Board of Directors shall be determined by the Members, subject to the terms and conditions set forth in the Declaration and the By-Laws.

B. The names of the persons who are to serve as the First Board of Directors are as follows:

Edward S. Nekritz
Michael T. Blair
Christianne C. Chen

ARTICLE XI - Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with 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 Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is judged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply when the Directors approve such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all rights which such Director or officer may be entitled by common law or statutory law.

ARTICLE XII - By-Laws

By-Laws of the Association shall be adopted by the Board and may be altered, amended and rescinded in the manner provided for by the By-Laws.

ARTICLE XIII - Amendments

These articles may be amended in accordance with the provisions of Florida Statutes governing the amendment of Articles of Incorporation for corporations not for profit, as amended from time to time.

ARTICLE XIV - Registered Office and Registered Agent

The street address of the initial registered office of the Association is 1201 Hays Street, Tallahassee, Florida 32301, and the initial Registered Agent at that address shall be Corporation Service Company, who shall also be Resident Agent.

ARTICLE XV - Successor Entities

In the event of the dissolution of the Association, or any successor entity hereto, the Association Property, if any, shall be transferred to either a successor entity or an appropriate agency of local government or public body to be maintained for the purposes for which the Association, or a successor hereto, was maintaining such Association Property in accordance with the terms and provisions under which such Association Property was being held by the Association, or such a successor. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements or drainage structures dedicated to or owned by the Association, or to maintain such facilities.

ARTICLE XVI - Dissolution

The Association may be dissolved by a total vote of Members holding at least 66% of the votes. The Declarant will be entitled to cast 10 votes for each Declarant Parcel, and the Owners will be entitled to cast 1 vote for each other non-Declarant Parcel owned by such Owner. In the event of a dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, or dedicated to the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes of as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust, or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements or drainage structures dedicated to or owned by the Association, or to maintain such facilities.

IN WITNESS WHEREOF, the Incorporator as affixed his signature this 7th day of June, 2011.

Mark E. Jurgensen
Mark E. Jurgensen

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That The ProLogis Park Sawgrass Property Owners Association Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, with its principal office in the City of Hollywood, County of Broward, State of Florida, as indicated in the Articles of Incorporation has named Corporation Service Company of 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Association, 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.


Corporation Service Company

**Matthew Young
Asst. V. Pres.**

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