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FLORIDA PROFIT/NON PROFIT CORPORATION
CENTRE AT UNIVERSITY PARKWAY PROPERTY OWNERS
ASSOCIA

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C T CORPORATION SYSTEM

FLORIDA DEPARTMENT OF STATE
Division of CorporationsSUBJECT: CENTRE AT UNIVERSITY PARKWAY PROPERTY OWNERS ASSOCIATION, INC.
REF: W12000005817

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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Claretha Golden
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New Filing Section

FAX Aud. #: H12000024517
Letter Number: 012A00003215

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
FOR
CENTRE AT UNIVERSITY PARKWAY PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be CENTRE AT UNIVERSITY PARKWAY PROPERTY OWNERS ASSOCIATION, INC., and shall at times be referred to as the "Association" herein.

**ARTICLE 2
INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of the Association shall be at 1200 South Pine Island Road, Plantation, FL 33324, and the initial registered agent at that address shall be C T Corporation System. The Association shall have the privilege from time to time of locating or relocating its registered office at other places within the State of Florida designated by votes or written approvals of a majority of the Board.

**ARTICLE 3
PURPOSE**

The objects and purposes of the Association are to manage, maintain, repair and replace the Surface Water Management System of the real property included in the Replat of Centre At University Parkway II (the "Shopping Center") recorded in Plat Book 53, page 157 of the public records of Manatee County, Florida, as that Management System is further defined and more particularly provided for in the Fourth Amendment to Easements with Covenants and Restrictions Affecting Land, by and between Wal-Mart Stores East, LP, a Delaware limited partnership, and University Parkway Associates, Ltd., a Florida limited partnership, recorded in O.R. Book 2324, pages 387 *et seq.*, of the public records of Manatee County, Florida, as the same may be subsequently amended, restated or supplemented from time to time (the "ECR").

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 may 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, to the extent permitted by Section 528 of the Code or other applicable provisions of the Code and federal and state law.

**ARTICLE 4
DEFINITIONS**

These Articles of Incorporation shall at times be referred to as the "Articles" herein, the Bylaws of the Association as the "Bylaws," and Chapter 617, Florida Statutes (entitled

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MANATEE COUNTY, FLORIDA

"Corporations Not for Profit"), as the "Act." Other terms used but not defined in these Articles shall have the respective meanings ascribed to them in the ECR.

ARTICLE 5 POWERS

- 5.1 The powers of the Association shall be all powers of a corporation not for profit pursuant to the laws of the State of Florida including, without limitation, the rules and regulations of the Southwest Florida Water Management District ("SWFWMD") regarding property owners' associations responsible for surface water management systems.
- 5.2 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles and of the ECR, the Bylaws, and the laws of the State of Florida.

ARTICLE 6 MEMBERS

- 6.1 Membership. The Members of the Association shall consist of all of the record title Owners of real property within the Shopping Center at any given time, such membership to be appurtenant to and inseparable from ownership of such real property, each such Owner's membership in the Association being mandatory.
- 6.2 Assignment. The share 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 real property within the Shopping Center for which such share is held.
- 6.3 Voting. Voting shall be governed by the ECR and the Bylaws, subject to Article 12 hereof.

ARTICLE 7 INCORPORATOR

The name and address of the Incorporator of this Association is: Thomas W. Danaher, GrayRobinson, P.A., 201 N. Franklin Street, Tampa, FL 33602.

ARTICLE 8 TERM OF EXISTENCE

- 8.1 Existence of the Association shall commence with the filing of these Articles with the Florida Secretary of State.
- 8.2 Once commenced, the existence of the Association shall be perpetual unless terminated, dissolved or liquidated, subject to Section 9.4 below.
- 8.3 The Association may only be terminated by the approval of the Members holding two-thirds (2/3) of the votes, voting in person or by proxy at duly called meeting at which a quorum is present, or by the written approval of members holding two-thirds (2/3) of all the votes.
- 8.4 In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management

System must be transferred to and accepted by an entity which would comply with the Basis of Review for Environmental Resource Permit Applications within the Southwest Florida Water Management District, May 2, 2006, as may be amended from time to time, incorporated by Section 40D-4.091, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation. At the time of such transfer, the Association's assets shall be dedicated or conveyed to the transferee entity.

ARTICLE 9 OFFICERS

- 9.1 Officers of the Association, and the duties and qualifications of such officers, may be provided for in the Bylaws. Such officers shall administer the affairs of the Association, serve at the pleasure of the Board, and be elected, appointed and removed by the Board as may be provided in the Bylaws or, if not provided therein, then pursuant to the Act.
- 9.2 Alternatively, the Board may designate from time to time one or more directors to perform such acts and functions as might otherwise be performed by elected or appointed corporate officers.

ARTICLE 10 DIRECTORS

- 10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by the Board of Directors, consisting of not less than three (3) and not more than five (5) directors. Directors need not be Members of the Association.
- 10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the ECR, these Articles and the Bylaws shall be cumulative (subject to Article 12 below), and shall be exercised exclusively by the Board or its corporate officers, agents, contractors or employees.
- 10.3 Election and Removal.
- (a) Election of Directors. Directors shall be elected by the vote of Members holding a majority of the total voting rights of all Members.
- (b) Removal of Directors. Directors may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws or, if not provided therein, then pursuant to the Act.
- 10.4 Initial Board of Directors. The Initial Board of Directors shall be comprised of three (3) directors, whose names and addresses are:

Iris S. Wolstein
34555 Chagrin Blvd.
Moreland Hills, OH 44022

Karen J. Benson
2001 S.E. 10th St.,
Bentonville, AR 72716-5525

Barri Tulgetske
2001 SE 10th Street
Bentonville, AR 72716-5525

ARTICLE 11 BYLAWS

The first Bylaws of the Association shall be adopted by the Board, and may be amended by majority vote of the Board or, failing the achievement of such a majority in any instance that an amendment is proposed and voted upon by the Board, in accordance with the pertinent provisions of the Act; provided, however, unless the Board obtains the unanimous consent of the Members, neither the Bylaws, nor any amendment thereto, shall contain any provision which is inconsistent with the terms and conditions of the ECR.

ARTICLE 12 AMENDMENTS; RESOLUTION OF CONFLICTS

Amendments to these Articles shall be proposed and adopted in accordance with the pertinent provisions of the Act. For purposes of these Articles, in the event of conflict, these Articles shall control over the ECR and the Bylaws, and the ECR shall control over the Bylaws; provided, however, unless the Board obtains the unanimous consent of the Members, neither these Articles, nor any amendment thereto, shall contain any provision which is inconsistent with the terms and conditions of the ECR.

ARTICLE 13 MEETINGS

Meetings of the Members or the Board may be noticed in any manner permitted by the Act. Any actions that may be taken at such meetings may be taken by any alternative manner or means permitted by the Act. Accordingly, except as otherwise provided by the Act:

(a) any action which may be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all Members entitled to vote on such action were present and voted;

(b) any action which may be taken at any meetings of the Board may be taken without a meeting, without prior notice and without a vote if the action is taken by the directors entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all directors entitled to vote on such action were present and voted; and,

(c) any or all Members may participate in any meeting of the Members, and any or all directors may participate in any meeting of the Board, through the use of any means of communication by which all participants may simultaneously hear each other during the meeting.

ARTICLE 14 PRINCIPAL AND MAILING ADDRESSES

The principal and mailing address of the Association is 2001 S.E. 10th Street, Bentonville, AR 72716-5525.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.



Thomas W. Danaher

Dated this 23rd day of January, 2012

**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 Broward, State of Florida, the Association named in the said Articles has named C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and 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.

Registered Agent:

C T Corporation System

By: Madonna Cuddihy

Name: Madonna Cuddihy

Special Assistant Secretary

Title: _____

DATED this 23 day of January, 2012

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TALLAHASSEE, FLORIDA