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WRIGHT, FULFORD, MOORHEAD & BROWN
ATTORNEYS

WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.
505 MAITLAND AVENUE / SUITE 1000 / ALTAMONTE SPRINGS, FL 32701
407 425 0234 PHONE / 407 425 0260 FAX / www.wfmblaw.com

December 21, 2012

Via FedEx 2Day A.M. Tracking Number – 7943 7548 2331

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Superior Commerce Park Association, Inc.
Our File Number: 2046-4

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation of Superior Commerce Park Association, Inc. Please reflect December 17, 2012, as an effective date for the Articles of Incorporation, as stated in Article XII on page 5 of 6 of the Articles. Also enclosed you will find my firm's check number 4068 in the amount of \$78.75 for the cost of your filing fee and a Certificate of Status.

Thank you for your attention to this matter. Should you have any questions, please contact me at 800-327-0234.

Sincerely,

D. Frank Wright
fwright@wfmblaw.com

DFW/tnr
Enclosures

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EFFECTIVE DATE 12/17/12

Exhibit "B"

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF
SUPERIOR COMMERCE PARK ASSOCIATION, INC.
(A corporation not for profit)

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In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, who is a resident of Florida, and who is of full age, does hereby certify:

ARTICLE I
NAME

The name of the Corporation is SUPERIOR COMMERCE PARK ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II
INITIAL PRINCIPAL OFFICE AND INITIAL MAILING ADDRESS OF ASSOCIATION

The initial principal office and mailing address of the Association is:

2840 West Orange Avenue
Apopka, FL 32703

ARTICLE III
INITIAL REGISTERED AGENT

The initial Registered Agent of the Association is: Wright, Fulford, Moorhead & Brown, P.A. (attention: Edward M. Baird), whose address is 505 Maitland Avenue, Suite 1000, Altamonte Springs, Florida 32701.

ARTICLE IV
PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members. The specific purposes for which the Association is formed shall be to administer the management, maintenance, operation, construction, reconstruction, improvement, replacement and repair of Common Areas and facilities thereon of the Superior Commerce Park according to the plat (as amended) thereof, to be recorded in the Public Records of Orange County, Florida ("Plat") and to undertake the performance of the acts and duties incident to the administration of the management, maintenance, operation, construction, reconstruction, improvement, replacement and repair of Common Areas and facilities thereon, including, easement areas, common improvements, facilities, signage, landscaping, irrigation, curbing, pavement, pipes, lines, conduits, stormwater ponds, appurtenances and utilities located within the Common Area, in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Bylaws of this Corporation, and that certain Declaration of Restrictions, Covenants and Conditions and Grant of Easements, applicable to the Property described herein to be recorded in the Public Records of Orange County, Florida ("Declaration"), and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area pertaining to the property described within the Declaration (herein referred to as the "Property"). The terms used in these

Articles shall have the same meaning as set forth in the Declaration, unless otherwise defined herein. In furtherance of these purposes, the Association shall have, but shall not be limited to, the power:

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 that certain Declaration applicable to the Property recorded (or to be recorded) in the Public Records of Orange County, Florida, and that the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
2. to fix, levy, collect and enforce payment by any lawful means for all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all administration, operation, replacement, reconstruction, maintenance and repair of the Joint Roadways, Retention Tract, Common Area, Utility Lines, easements, utilities, landscaping, paving, curbing, Surface Water or Stormwater Management System and other improvements, including but not limited to work within retention areas, drainage structures and drainage easements, common area maintenance, common obligations, legal 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;
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 in connection with the affairs of the Association;
4. to borrow money, and with the affirmative vote of at least two-thirds (2/3) of the votes to which the members are entitled under the Declaration, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;
5. to dedicate, sell or transfer all or any part of the Common Area, Easement Areas or other areas referenced in the Declaration to which the Association has fee simple title to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless approved by an affirmative vote of at least two-thirds (2/3) of the votes to which the members are entitled under the Declaration, and then only upon recording of an appropriately executed instrument, except in the event of eminent domain, or the threat of eminent domain, whereupon such transfer may be made by the majority vote of the then Directors of the Association upon such terms and conditions as they shall in their sole discretion deem prudent in the exercise of reasonable business judgment; and
6. to operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District ("SJRWMD") permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System; and
7. to purchase and maintain general liability insurance and other insurance as required by law, regulation, ordinance, or as otherwise needed; and
8. to purchase and maintain liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities incurred in the scope or performance of their duties; and
9. to contract for the maintenance of the Common Area; and

10. to make and establish reasonable rules and regulations governing the use of the Common Area; and
11. to have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP IN THE ASSOCIATION

Every person or entity who is a record owner ("Owner") of a fee or undivided fee interest in any lot or parcel or portion of the Property, other than the Retention Tract and Common Area conveyed to the Association, which lot or parcel is subject by covenants of record to assessment by the Association, including contract sellers, shall automatically be a member of the Association. The foregoing does not, and 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 of the afore-described lots or parcels which are subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

- (a) The calculation of the number of votes allocated to Members are as set forth in the Declarations.
- (b) Each Member entitled to vote or to express consent or dissent without a meeting, may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the Member himself, or by his/her attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.
- (c) Any resolution in writing, signed by all of the Members entitled to vote thereon, shall be and constitute action by such Members to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of Members and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed initially of two (2) directors. Directors need not be members of the Association. The election, replacement, removal and activities of the Board of Directors shall be regulated by the Bylaws of the Association. The names and addresses of said persons who are to serve on the initial Board of Directors are:

Keith B. Lemieux
2840 West Orange Avenue
Apopka, FL 32703

Toni Lemieux
2840 West Orange Avenue
Apopka, FL 32703

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Keith B. Lemieux
President
2840 West Orange Avenue
Apopka, FL 32703

Toni Lemieux
Treasurer, Secretary
2840 West Orange Avenue
Apopka, FL 32703

ARTICLE IX INCORPORATOR

The name and address of the incorporator is as follows:

Superior Commerce Park, Inc.
2840 West Orange Avenue
Apopka, Florida 32703

ARTICLE X DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the votes to which the members are entitled. In the event of termination, dissolution or final liquidation of the Association, the responsibility for all matters other than the Surface Water or Stormwater Management System shall be by the Owner of the Parcels and the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and acceptance by an entity which would comply with section 40C-42.027 F.A.C., and be approved by the SJRWMD prior to such termination, dissolution or liquidation. 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 was created. 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 such similar purposes.

ARTICLE XI
DURATION

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

ARTICLE XII
AMENDMENTS

Superior Commerce Park, Inc., may amend these Articles at any time until it no longer has any interest in at least one (1) acre of the Property. Thereafter, amendment of these Articles shall require the written approval of at least two-thirds (2/3) of the votes to which the members are entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, the Incorporator of this Association, have executed these Articles of Incorporation effective this 17th day of December, 2012.

Incorporator

Superior Commerce Park, Inc.

By: 

Keith B. Lemieux, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 17th day of December, 2012, by Keith B. Lemieux, President of Superior Commerce Park, Inc. He is personally known to me or produced FL Driver License as identification.

WITNESS my hand and official seal in the County and State last aforesaid on this 17th day of December, 2012.


Notary Public

My Commission Expires:



ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of SUPERIOR COMMERCE PARK ASSOCIATION, INC., and I agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Wright, Fulford, Moorhead & Brown, P.A.

Edward M. Baird, Partner

STATE OF FLORIDA
COUNTY OF SEMINOLE

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of December, 2012, by Edward M. Baird, Vice-President of Wright, Fulford, Moorhead & Brown, P.A., described as the REGISTERED AGENT for SUPERIOR COMMERCE PARK ASSOCIATION and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 17th day of December, 2012.

Brenda S. Finley
Notary Public

My Commission Expires:



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