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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**One Palm Property Owners Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
ONE PALM PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

**ARTICLE I: NAME AND LOCATION; DEFINITIONS**

The name of this corporation shall be **ONE PALM PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be c/o iStar Financial Inc., 1114 Avenue of the Americas, 39th Fl., New York, NY 10036. Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the MASTER DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR ONE PALM PLAZA to be recorded in the public records of Sarasota County, Florida, as may be amended from time to time ("Declaration").

**ARTICLE II: PURPOSES**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in One Palm (hereinafter referred to as the "Community") pertaining to property management, maintenance and insurance, and drainage functions, and the specific purpose is to perform the functions of the Association contemplated in the Declaration, which purposes shall include but not be limited to:

- (i) make rules and regulations pertaining to the Property at large;
- (ii) after notice to an Owner, to enter upon any Unit or Parcel at reasonable times on any day without being liable to any Owner, for the purpose of enforcing by peaceful means the provisions of this Declaration, or for the purpose of maintaining or repairing any Common Facilities as required by this Declaration;
- (iii) to commence and maintain actions and suits to restrain and enforce any breach or threatened breach of the rules and regulations and to enforce, by mandatory injunctions or otherwise, all of the provisions thereof of any this Declaration;
- (iv) to decide whether or not to accept a designation of property as Common Facilities, and to provide for the operation, management, maintenance, repair and replacement of the Common Facilities;
- (v) to accept title to property as Association Property;
- (vi) to levy Assessments on the Owners and to collect and enforce payment thereof;
- (vii) to hire personnel and purchase and maintain such equipment as may be necessary for the administration and operation of the Association, the maintenance, repair, upkeep and replacement of any Common Facilities, and the performance of any of its other maintenance obligations;

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(viii) to pay for all Utilities Services, real property ad valorem taxes and governmental liens assessed against the Common Facilities and billed to the Association;

(ix) to obtain and maintain policies of Liability Insurance, Hazard Insurance, fidelity insurance or bonds, and such other types of insurance as the Board deems adequate and advisable;

(x) to delegate to any party under contract with the Association any of the powers and duties of the Association respecting the contract granted;

(xi) to retain and pay for legal and accounting services necessary or proper in operating the Common Facilities, enforcing the rules and regulations, or performing any of the other duties or rights of the Association;

(xii) to veto any action taken or contemplated to be taken by a Constituent Association that the Board reasonably determines to be adverse to the rights of the Association, the Members or the Owners set forth in this Declaration, the Articles or the Bylaws;

(xiii) The duty to maintain, operate and repair the Surface Water Management System, whereby maintenance of such system, for purposes of this Declaration, shall mean the exercise of practices which allow such system to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities in accordance with the ERP and as otherwise permitted by the District and consistent with the District's applicable rules, and whereby repair or reconstruction of such system shall be only as permitted, or if modified and approved by, the District; and to use Assessments for the maintenance and repair of such system, including, but not limited to, work within retention areas and drainage structures and easements; and

(xiv) to enter into agreements to provide property management services to any Owner and other services that generally relate to the management of private or commercial properties, and to collect a fee for such services.

The Association shall comply, as applicable, with Florida law, including, but not limited to, Chapter 617, Florida Statutes.

### **ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

**A. Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Parcel or portion thereof that is subject to Assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance; provided, however, that if a Parcel is subject to a Constituent Association, all rights of the Members of such Parcel shall be exercised by and through such Constituent Association. If title to a Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Parcel is entitled to membership for each Parcel owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Parcel, all such persons are Members, but there may be only cast their votes collectively. Such vote may be exercised as the co-owners determine among themselves. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the votes for such Parcel unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

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B. Classes of Membership and Voting; Transfer of Control. The Association shall have 1 class of voting membership. Voting shall be accomplished in accordance with Article VI of the Declaration. There shall be no cumulative voting for Directors or any other matters.

C. Transferability. Each membership is appurtenant to the Parcel upon which it is based and is transferred automatically by conveyance of title to that Parcel whether or not mention thereof is made in such conveyance of title.

#### ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. In the event the Association is dissolved, the Association shall ensure that the maintenance of the Surface Water Management System Facilities, is delegated, transferred or assigned to an appropriate governmental unit or public utility and, if not accepted, then the Surface Water Management System Facilities shall be conveyed to a similar not-for-profit corporation.

#### ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Richard Linqanti  
Carlton Fields, P.A.  
Corporate Center Three at International Plaza  
4221 West Boy Scout Boulevard, Suite 1000  
Tampa, Florida 33607-5736

#### ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall consist initially of three (3) persons, two (2) elected by South Pineapple and one (1) elected by One Palm, until construction of the planned hotel and apartments on the One Palm Property is certified to be substantially completed by the project architect, at which time the Board of Directors shall consist of five (5) persons, elected two (2) by the owner of the residential apartments constructed on the One Palm Property, one (1) by the owner of the hotel constructed on the One Palm Property, one (1) by the owner of the Office Parcel and one (1) elected by the owner of the Surface Lot. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

#### ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

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Greg Camia	President
Matt Ballinger	Vice President
Gavin Meshad	Secretary-Treasurer

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Greg Camia	c/o iStar Financial Inc. 1114 Avenue of the Americas, 39th Fl. New York, NY 10036
Matt Ballinger	c/o iStar Financial Inc. 1114 Avenue of the Americas, 39th Fl. New York, NY 10036
Gavin Meshad	1229 S. Tamiami Trail Sarasota, FL 34239

#### **ARTICLE IX: BY-LAWS**

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

#### **ARTICLE X: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a Majority of Voting Interests and the vote of the Class B Member (if existing).

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Parcels

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in the Community (which consent shall not be unreasonably withheld), and (b) no amendment which will affect any aspect of the Surface Water Management System Facilities located on the Property shall be effective without the prior written approval of the St. Johns River Florida Water Management District.

**ARTICLE XI: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

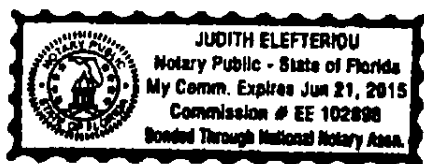
Donald J. Harrell  
1776 Ringling Blvd.  
Sarasota, FL 34236

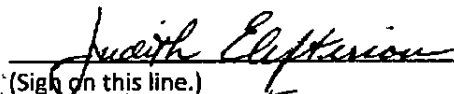
Signed this 17<sup>th</sup> day of December, 2013.

  
RICHARD LINQUANTI, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Instrument was acknowledged before me this 13<sup>th</sup> day of December, 2013, by RICHARD LINQUANTI, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.



  
(Sign on this line.)  
JUDITH ELEFTERIOU  
(Print name legibly on this line.)

NOTARY PUBLIC, State of Florida  
COMMISSION NO.: \_\_\_\_\_  
EXPIRATION DATE: \_\_\_\_\_

(SEAL)

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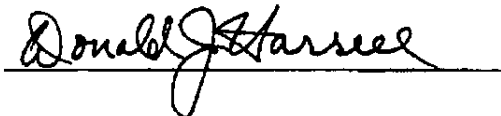
## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Effective as of the 17<sup>th</sup> day of December, 2013.

REGISTERED AGENT:

Donald J. Harrell



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