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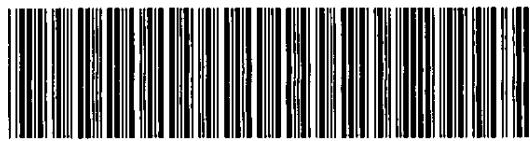
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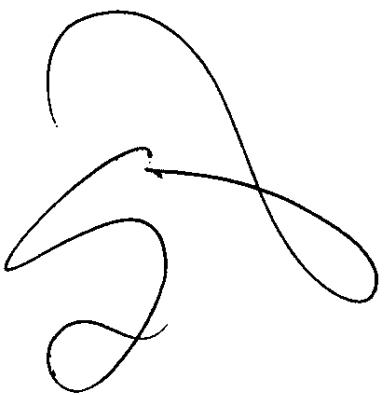
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FILED
2014 JUL 22 PM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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14 JUL 22 PM 1:18

A large, handwritten signature in black ink, appearing to read "JULY 2014".



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 225176 9666A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Syndi Schleifer

ORDER DATE : July 22, 2014

ORDER TIME : 1:55 PM

ORDER NO. : 225176-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: GRAND OAKS TOWN CENTER
PROPERTY OWNERS' ASSOCIATION,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray - EXT. 62925

EXAMINER'S INITIALS: _____

*FILED
2014 JUL 22 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA*

**ARTICLES OF INCORPORATION
OF
GRAND OAKS TOWN CENTER
PROPERTY OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 2013, as amended, and do hereby certify:

ARTICLE 1.

Name and Address

The name of the Corporation is Grand Oaks Town Center Property Owners' Association, Inc., hereinafter called the "Association". The address of the Corporation is 11501 SW 40th Street, Second Floor, Miami, FL 33165.

ARTICLE 2.

Registered Agent

The name of the Registered Agent is Mark Koondel and the Registered Office is 11501 SW 40th Street, Second Floor, Miami, FL 33165.

ARTICLE 3.

Definitions

All definitions in the Declaration of Covenants and Restrictions for Grand Oaks Town Center (the "Declaration") to which a copy of the Articles are attached as Exhibit "C", are incorporated herein by reference and made a part hereof.

ARTICLE 4.

Purpose

- 4.1 **Purpose.** The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of properties in Grand Oaks Town Center and to facilitate and assure the maintenance and operation of the properties as may be subjected to the terms of the Declaration pursuant to its terms, including but not limited to the roadways and drainage facilities. Without limiting the foregoing, the Association shall operate, maintain, and manage the Surface Water or Stormwater Management System in a manner consistent with St. Johns River Water Management District permits, requirements and applicable rules and shall assist in the enforcement of any provisions of the Declaration which relate to the Surface Water or Stormwater Management System.

- 4.2 **Nonprofit Character of Association.** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its

Members, Directors or Officers.

ARTICLE 5.

Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

- 5.1 To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- 5.2 To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.
- 5.3 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.
- 5.4 To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, easement areas, stormwater collection system, roadways, and the Surface Water or Stormwater Management Systems located within the Property or for which the Association otherwise has responsibility.
- 5.5 To manage, operate, maintain, improve and replace the Common Areas, including but not limited to the Perimeter Road, DRA 1, the Lift Station, Landscape Buffers, the Drainage Transmission Easement, and Project Parks, located within the Property for which the Association has responsibility.
- 5.6 To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration or the Bylaws.
- 5.7 To enter into, make, perform or enforce contracts of every kind and description; and to take all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.
- 5.8 To manage, operate, and maintain the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District permits and applicable District rules.

ARTICLE 6.

Membership

The Declarant and every Owner of a Parcel as defined in the Declaration shall be a Member of the Association. Except for the Declarant, Membership shall be appurtenant to and may not be separated from ownership of any Parcel. All Members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time

to time.

ARTICLE 7.
Voting Rights

The voting rights in the Association shall be as set forth in the Declaration.

ARTICLE 8.
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who need not be Members of the Association. The first Board shall consist of three (3) Directors. Thereafter, the number of Directors may be increased to a maximum of five by a majority vote of the Board of Directors.

The first election of Directors shall be held within sixty (60) days after January 1, 2016, at a meeting of the Members called for that purpose. Three Directors shall be elected at this first election, one for a term of one (1) year, one for a term of two (2) years, and one for a term of three (3) years. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of one year. At the expiration of any term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a quorum of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Benjamin Leon, III	11501 SW 40 th Street, Second Floor Miami, FL 33165
Mark Koondel	11501 SW 40 th Street, Second Floor Miami, FL 33165
Michael Shealy	11501 SW 40 th Street, Second Floor Miami, FL 33165

At any time a Parcel in the Property is owned by Holdings (or its specific assignee of the right granted herein) Holdings shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE 9.
Assessments

The Directors are required to establish a Common Assessment to be levied against each Parcel

sufficient to maintain, extend or improve the Common Areas, any other areas which are maintained or partially maintained by the Association, including the Perimeter Road, DRA 1, the Lift Station, Landscape Buffers, the Drainage Transmission Easement, and Project Parks, as defined in the Declaration, and any portion of the Surface Water or Stormwater Management System for which the Association is responsible, and otherwise to perform all obligations or duties, or exercise all powers, contemplated hereby or by the Declaration. The Directors shall notify any Owner of the amount of the then Common Assessment upon written request, along with an explanation for the determination of the Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly or monthly, either in arrears or in advance, at the sole discretion of the Directors, and shall be apportioned as set forth in the Declaration.

The Directors may, in their complete and sole discretion, propose a Reconstruction Assessment or Capital Improvement Assessment against the Parcels for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas. The Directors shall give each Member notification of the proposed Assessment, and the time and location for the meeting of the Directors and Members for consideration of the Assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the Members. At the special meeting the Assessment (or any revised Assessment provided that the total amount is not greater than the proposed Assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Members having at least two-thirds (2/3rd) of the votes of the Membership.

The Directors shall establish a separate account for the deposit of all funds collected pursuant to this Article, or otherwise to be expended by the Association consistent with the purposes set forth herein, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, within the Property, for the payment of Common Expenses or otherwise for purposes authorized by the Declarations and these Articles. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the Surface Water or Stormwater Management Systems, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE 10.

Dissolution

In the event of the dissolution of the Association, 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar

purposes.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management Systems located within the Property must be transferred to and accepted by an entity which would comply with the provisions of the Florida Statutes and Florida Administrative Code (as amended), and must be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 11.

Duration

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and the corporation shall exist perpetually thereafter.

ARTICLE 12.

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- 12.1 **Notice of Amendment.** Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.
- 12.2 **Adoption of Resolution.** A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members having in excess of twenty-five percent (25%) of the vote of the Membership.
- 12.3 **Adoption of Amendment.** Adoption of the amendment will require the affirmative vote or written consent of the Members having in excess of two-thirds of the vote of the Membership.
- 12.4 **Restrictions on Amendment.** No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any Surface Water or Stormwater Management System in the Property shall be effective without the written consent of the St. Johns River Water Management District.

ARTICLE 13.

Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is the same as listed in Article 8 hereof.

ARTICLE 14.

Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- **Benjamin Leon, III, 11501 SW 40th Street, 2nd Floor, Miami, FL 33165 President**
- **Michael Shealy, 11501 SW 40th Street, 2nd Floor, Miami, FL 33165 Secretary/Treasurer**

ARTICLE 15.

Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the vote of the Members holding at least two-thirds of the votes of the Membership. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE 16.

Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless each and every Director and officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE 17.

Transaction In Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Declarant, Holdings, or an affiliate of the Declarant or Holdings, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

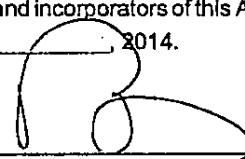
Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE 18.

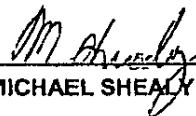
Conflict

In the case of any conflict between these Articles and the Declaration, the Declaration shall be controlling.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 17th day of July, 2014.

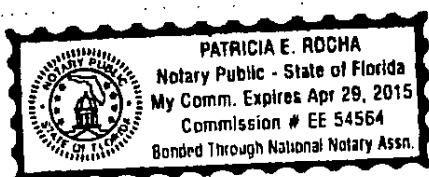

BENJAMIN LEON, III


Mark Koondel


MICHAEL SHEALY

STATE OF FLORIDA
COUNTY OF MIAMI DADE

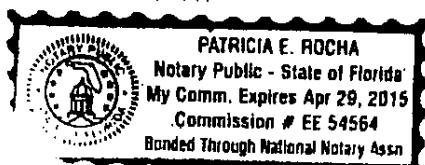
JULY The foregoing instrument was sworn to and subscribed before me this 17 day of 2014, by Benjamin Leon, III, who is personally known to me.

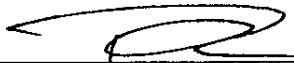



Notary Public, State of Florida
Print Notary Name _____
My commission expires _____
Commission number _____

STATE OF FLORIDA
COUNTY OF MIAMI DADE

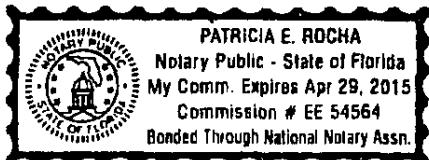
JULY The foregoing instrument was sworn to and subscribed before me this 17 day of 2014, by Mark Koondel, who is personally known to me.

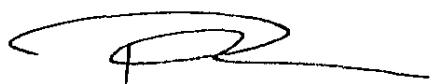



Notary Public, State of Florida
Print Notary Name _____
My commission expires _____
Commission number _____

STATE OF FLORIDA
COUNTY OF Miami Dade

The foregoing instrument was sworn to and subscribed before me this 17 day of
JULY, 2014, by Michael Shealy, who is personally known to me.





Notary Public, State of Florida

Print Notary Name _____

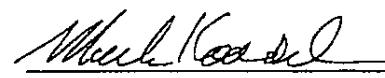
My commission expires _____

Commission number _____

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Mark Koondel, whose address is 11501 SW 40th Street, Second Floor, Miami, FL 33165, the initial registered agent named in the Articles of Incorporation to accept service of process of Grand Oaks Town Center Property Owners Association, Inc., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 13th day of July, 2014.


Mark Koondel

MARK KOONDEL