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3715 Davinci Court, Suite 300
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Sue Larson
Legal Assistant
Direct Dial: (770) 638-2633
E-mail: sue.larson@dukerealty.com

February 27, 2015

Via Overnight Delivery

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

Re: Articles of Incorporation of Park 27 Distribution Center Owner's Association, Inc.,
a Florida not for profit corporation

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Park 27 Distribution Center Owner's Association, Inc., which must be formed as soon as possible. Also enclosed are our check in the amount of \$78.75 to cover the filing fee and certified copy and a return UPS envelope in which to send a copy of the filed Articles.

Please contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Sue Larson".

Sue Larson
Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION
OF
PARK 27 DISTRIBUTION CENTER OWNER'S ASSOCIATION, INC.**

ARTICLE I

Name

The name of the corporation shall be: PARK 27 DISTRIBUTION CENTER
OWNER'S ASSOCIATION, INC.

ARTICLE II

Perpetual Duration

The corporation shall have perpetual duration.

ARTICLE III

Applicable Statute

The corporation shall be a nonprofit corporation under the provisions of the Florida Not-For-Profit Corporation Act, as amended (the "Code").

ARTICLE IV

Purposes

The corporation shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Membership

The corporation shall be a membership corporation without certificates or shares or stock. Each person or entity owning a portion of the Property (as such term is defined in the corporation's Declaration) shall automatically be a member of the corporation, which membership shall continue during the period of such ownership by such person or entity. Voting by the members of the corporation shall be as set forth in and subject to the provisions of the Declaration and Bylaws of the corporation.

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ARTICLE VI
Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The Board of Directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation. The initial Board of Directors shall be elected at an organizational meeting of the members of the corporation to be held within sixty (60) days following the date of incorporation of the corporation.

ARTICLE VII
Registered Office and Registered Agent

The initial registered office of the corporation shall be in Broward County at 1200 South Pine Island Road, Plantation, Florida 33324. The initial registered agent of the corporation at such address shall be CT Corporation System.

ARTICLE VIII
Principal Office

The mailing address of the initial principal office of the corporation is 5323 Millenia Boulevard, Suite 220, Orlando, Florida 32839.

ARTICLE IX
Dissolution

The corporation may be dissolved only as provided in the Declaration, Bylaws and by the laws of the State of Florida.

ARTICLE X
Limitation of Director Liability

(a) A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director received an improper personal benefit. In the event of any conflict between this subsection (a) and Section 607.0831 of the Florida Statutes, said Section of the Florida Statutes shall control.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Code or, by reference, if appropriate, the Florida Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Code or the amended Florida Corporation Act, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XI **Indemnification**

The corporation shall indemnify its officers, directors, employees and agents and shall have the power to purchase and maintain liability insurance on their behalf, to the fullest extent provided in Section 607.0850(12) of the Florida Statutes.

ARTICLE XII **Amendments**

These Articles of Incorporation may be amended as provided by the Code, provided that no amendment shall be in conflict with the Declaration of the corporation.

ARTICLE XIII **Incorporator**

The name and address of the Incorporator are:

Barry L. Hardy, Esq.
c/o Duke Realty Corporation
3715 Davinci Court, Suite 300
Peachtree Corners, Georgia 30092

[Incorporator's signature appears on next page]

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DIVISION OF CORPORATION

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 26th day of February, 2015.

Barry L. Hardy
Barry L. Hardy, Incorporator

The undersigned hereby accepts the designation of Registered Agent of Park 27 Distribution Center Owner's Association, Inc. as set forth in Article VII of these Articles of Incorporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, Florida Statutes, Chapter 617.

James M. Halpin James M. Halpin
Assistant Secretary
OT Corporation System
Name: James Halpin
Title: Assistant Secretary

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