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**FLORIDA PROFIT/NON PROFIT CORPORATION
PARK AVENUE PLAZA ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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2015 MAR 19 PM 4:07
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2015 MAR 18 PM 2:51
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ARTICLES OF INCORPORATION
OF
PARK AVENUE PLAZA ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is PARK AVENUE PLAZA ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II: DEFINITIONS

The following terms shall have the following definitions:

Section 1. "Association" shall mean Park Avenue Plaza Association, Inc., a Florida not for profit corporation, established to operate, manage and control the Property (as hereinafter defined) in accordance with the Declaration.

Section 2. "Articles" shall mean these Articles of Incorporation of the Association.

Section 3. "Bylaws" shall mean these bylaws of the Association.

Section 4. "Common Areas" shall mean those areas designated on the recorded plat of Park Avenue Plaza, which plat was recorded in Plat Book 132, Pages 77 through 80 of the Public Records of Pinellas County, Florida or as defined in that certain Master Declaration of Covenants, Conditions, Restrictions and Easements which was recorded on July 2, 2004 in Official Records Book 13681, beginning at Page 931, of the Public Records of Pinellas County, Florida.

Section 5. "Common Expenses" shall mean the costs and expenses attributable to the maintenance, repair and replacement of the Common Areas, easement areas, and the cost of maintenance, repair, replacement, electricity, management, insurance, and usual utilities for the Common Areas and as further required to be paid pursuant to the Master Declaration. All expenses shall be the cost of the Owner of a Lot as such costs shall be incurred for the operation, maintenance, repair, management and replacement of the improvements located on the Plat or Property.

Section 6. "Master Declaration" shall mean the Master Declaration of Covenants, Conditions, Restrictions and Easements which was recorded on July 2, 2004 in Official Records Book 13681, beginning at Page 931, of the Public Records of Pinellas County, Florida.

Section 7. "Owner" shall mean the fee simple owner of a Lot(s).

Section 8. "Lot" shall mean the separate land owned by an Owner, which Lot(s) are defined in the Plat for Park Avenue Plaza.

Section 9. "Plat" shall mean the recorded plat of Park Avenue Plaza, which plat was recorded in Plat Book 132, Pages 77 through 80 of the Public Records of Pinellas County, Florida

Section 10. "Property" shall mean the real property set forth and described in the Plat.

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Section 11. "Utilities" shall mean water, sanitary or storm sewer, electricity, street lighting or other lighting components, telephone, cable, gas, and all other services necessary or required to service the Owner's Lot and the Property.

ARTICLE III - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 1581 Gulf Boulevard, Unit 702, Clearwater, Florida 33767, which office may be changed from time to time by action of the Board of Directors.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be ERNEST L. MASCARA of JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP, 333 Third Avenue North, Suite 200, St. Petersburg, Florida 33701.

ARTICLE V - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the Lot Owners within that certain real property, herein called the "Property", described in the Master Declaration, and any amendments or modifications thereof, herein called the "Declaration", relating to the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

The purpose of the Association shall be to operate, maintain, manage and repair the Common Area and easement areas defined in the Master Declaration, and any improvements thereon, including, but not limited to any Surface Water Management System ("SWMS"), defined as, lakes, retention areas, culverts and/or related appurtenances which may be located within the Property.

For the foregoing purposes, this Association is empowered to:

- (1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;
- (2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;
- (3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;
- (4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;
- (6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services thereto;
- (7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise; and

(12) In the event the Property has on site wetland mitigation as defined in the regulations which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the Southwest Florida Water Management District ("SWFMD") determines that the area(s) is successful in accordance with the Environmental Resource Permit.

(13) The purpose of the Association, shall be to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to, parking lots, landscaping and any Surface Water Management System Facilities ("SWMS") defined as, including, but not limited to: all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and/or related appurtenances which may be located within the Property.

ARTICLE VI - MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock and each Owner of a Lot shall be a member.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an Owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's or member's Lot.

D. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

E. The Association shall have two (2) classes of voting membership, Class A and Class B. All votes shall be cast in the manner provided in the Bylaws. When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot. The two classes of voting memberships, and voting rights related thereto, are as follows: (1) Class A members shall be the Owners of Lots 2, 3, 4, 5 and 6. Owners of Class A Lots situate on the Property and subject to the Master Declaration shall be entitled to one (1) vote for each Lot owned, and (2) The Class B member shall be the Owner of Lot 1 who is the Declarant under the Master Declaration. The Declarant shall be entitled to ten (10) votes for the Class B Lot that it owns.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which shall consist of three (3) directors, and thereafter shall consist of not less than three (3) or more than five (5) directors. The initial Directors are not required to be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

NAMEADDRESS

Michael T. Novak, Jr.

1581 Gulf Boulevard, Unit 702
Clearwater, Florida 33767

Lisa M. Smithson,

11201 Corporate Circle North
Suite 100
St. Petersburg, Florida 33716

Ernest L. Mascara

333 Third Avenue North, Suite 200,
St. Petersburg, Florida 33701

The initial Board of Directors herein designated shall serve until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified.

ARTICLE VIII - OFFICERS

The Association shall be administered by a President, Vice-President, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAMEOFFICEADDRESS

Michael T. Novak, Jr.

President

1581 Gulf Boulevard, Unit 702
Clearwater, Florida 33767

Lisa M. Smithson

VP and Treasurer

11201 Corporate Circle North
Suite 100
St. Petersburg, Florida 33716

Ernest L. Mascara

Secretary

333 Third Avenue North, Suite 200
St. Petersburg, Florida 33701ARTICLE IX - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAMEADDRESS

Ernest L. Mascara

333 Third Avenue North, Suite 200
St. Petersburg, Florida 33701ARTICLE X - DISSOLUTION

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by the members entitled to cast not less than fifty one percent (51%) of the votes of each class of members (Class A and Class B). Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system, of this Association shall be dedicated to an appropriate public body or 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 organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE XI - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of either Class A or Class B of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than fifty one percent (51%) of the votes of each class of members (both Class A and Class B).

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of Lots.

C. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.


ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 18th day of March 2015.


ERNEST L. MASCARA
Incorporator

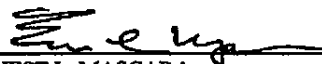
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, PARK AVENUE PLAZA ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida, hereby designates Ernest L. Mascara, located at 333 Third Avenue North, Suite 200, St. Petersburg, Florida 33701, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation; at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated this 18th day of March, 2015.



ERNEST L. MASCARA
Registered Agent