

Fax Server

5/4/2015

11:26:47 AM

FAC

2/09

2/09

N 150000004494

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000108403 3)))



H150001084033ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : JAM MARK LIMITED
Account Number : I20000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
TURNPIKE LOGISTICS PARK PROPERTY OWNERS ASSOCIATION

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 MAY -4 PM 1:00

APPROVAL
AND
FILED

15 MAY -4 PM 1:28

Electronic Filing Menu

Corporate Filing Menu

Help

1/1

APPROVED
AND
FILED

15 MAY -4 PM 1:00

(((H15000108403 3))) SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TURNPIKE LOGISTICS PARK PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of **TURNPIKE LOGISTICS PARK PROPERTY OWNERS ASSOCIATION, INC.**, for the purpose of incorporating a not-for-profit Association, under Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Association shall be **TURNPIKE LOGISTICS PARK PROPERTY OWNER'S ASSOCIATION, INC.** (the "Association").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Association is 1691 Michigan Avenue, Suite 335, Miami, Florida 33139. The Association may maintain offices and transact business in such places, within or outside the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE

The Association shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State, unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE IV. PURPOSE

A. The Association is organized as a not for profit corporation for the purpose of providing maintenance, preservation and architectural control of all improvements on the Property and the Common Areas all within that certain tract of land described in the Declaration (the "Property"), as such is supplemented from time to time in accordance with its terms, all for the mutual advantage and benefit of the Members of this Association, which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or any corresponding section of any future federal tax code. Furthermore, this Association may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

B. As a means and incidental to accomplishing the purpose for which this corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Association, subject to such limitations as are or may be prescribed by laws.

C. No part of the income or principal of this Association shall inure to the benefit of or be distributed to any director or officer of the Association or any other private individual, in

(((H15000108403 3)))

(((H15000108403 3)))

such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the Association, whether voluntary or involuntary, the balance of all money and other property received by the Association from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one of more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V. POWERS

The corporate powers of the Association are as provided in Section 617.0302, Florida Statutes, except that the Association does not contemplate pecuniary gain or profit to its Members, Directors or Officers. For the mutual advantage and benefit of the Members of this Association, the Association shall have and exercise the following authority and powers:

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 the Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail;

2. To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and to pay all Common Expenses in connection therewith;

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 or any improvements thereon in connection with the affairs of the Association;

4. To enter into contracts;

5. To adopt rules and regulations for the use of Common Areas;

6. To sue and to be sued and to pursue legal or equitable actions;

7. To obtain and maintain policies of insurance necessary to protect the Association, its members and Common Areas;

((H15000108403 3)))

8. To maintain, repair, replace, operate and manage the Common areas;
9. To exercise architectural control over Improvements within the Property pursuant to the rights granted to the Association in the Declaration; and
10. To have and to exercise any and all powers, rights and privileges which a Association organized under the law of the State of Florida may now or hereafter have or exercise.

ARTICLE VI. MEMBERSHIP

(1) Every person or entity who is an Individual Developer or Master Developer, but excluding persons or entities holding an interest in a Parcel merely as security for performance for an obligation, shall be a Member of the Association. Membership (other than Master Developer's) shall be appurtenant to and may not be separated from ownership or possession (pursuant to a Ground Lease) of a Parcel.

(2) The transfer of the membership of any Individual Developer shall be established by the recording in the public records of Miami-Dade County of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and new Individual Developer of the Parcel to provide such copy to the Association.

(3) The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel owned by such Member.

ARTICLE VII. VOTING RIGHTS

The Voting Membership of the Association shall be divided into two (2) classes as follows:

Class A. Class A Voting Members shall be all Voting Members appointed by Individual Developers. Each Individual Developer shall appoint a person to be the Voting Member for the Parcel and to cast the number of votes assigned to such Parcel. The number of Class A Votes shall be equal to the number of acres within each Parcel rounded up to the nearest whole number. Accordingly, if an Individual Developer owns 13.2 gross acres in its Parcel, then the Individual Developer shall have fourteen (14) votes; if an Individual Developer owns 1.9 acres in its Parcel, it shall be entitled to two (2) votes.

Class B. The Class B Voting Member shall be the Master Developer, and its successors and assigns; provided, however, that any assignment of the Master Developer's rights or responsibilities as a Class B Member must be in writing and expressly provide for the assignment of Master Developer's Class B Member status. The Class B Voting Member

((H15000108403 3)))

(((H15000108403 3)))

shall be entitled to one (1) vote, plus two (2) votes for each vote which each Class A Voting Member is entitled to cast. The Class B membership shall terminate at such time as the Master Developer, its successors and assigns, no longer has an ownership interest, possessory interest, leasehold rights or lien rights in or to any portion of the Property or the Improvements, or twenty (20) years from the date of recording the Declaration, which ever first occurs. Until that time, Master Developer, its successors and assigns, shall have absolute control of the Board and, through the Board, shall control the Association.

ARTICLE VIII. DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association. The minimum number of Directors of the Association shall be three (3). The Directors shall be elected in the manner as set forth in the Bylaws of this Association. The names and addresses of the Directors of the Association, who shall serve until their successors are elected and qualified, or until their earlier deaths, resignations, or removals are:

<u>Name</u>	<u>Address</u>
Bret Bobo	1691 Michigan Avenue, Suite 335 Miami Beach, FL 33139
Fabio Navajas	1691 Michigan Avenue, Suite 335 Miami Beach, FL 33139
Jimmy Khalifeh	1691 Michigan Avenue, Suite 335 Miami Beach, FL 33139

Until termination of Class B membership, the Board shall consist of Directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any Directors.

ARTICLE IX. OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its Officers, as designated in the Bylaws of this Association. The Officers shall be elected annually by the Board of Directors. The names and addresses of the Officers who shall serve until the first annual meeting of the Board of Directors, until their successors are elected and qualified, or until their earlier deaths, resignations, or removals are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Bret S. Bobo	President	1691 Michigan Ave, Suite 335 Miami, FL 33139
Jimmy Khalifeh	Vice-President	1691 Michigan Ave, Suite 335 Miami, FL 33139
Fabio Navajas	Secretary and Treasurer	1691 Michigan Ave, Suite 335 Miami, FL 33139

(((H15000108403 3)))

(((H15000108403 3)))

ARTICLE X. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by at least the number of Required Owners. 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 as created, or for the general welfare of the residents of the County in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit Association, association, trust or other organization to be devoted to similar purposes.

ARTICLE XI. BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors in the organizational meeting or in lieu of a written consent thereof. The Bylaws may be altered, amended, modified or repealed in the manner as set forth in the Bylaws of the Association and in accordance with the laws of the State of Florida.

ARTICLE XII. AMENDMENTS

The Association shall have the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto, provided, however, that any such amendment shall require the assent of the Required Owners. Amendments to these Articles of Incorporation need only be filed with the Florida Secretary of State and do not need to be recorded in the public records of Miami-Dade County.

ARTICLE XIII. INDEMNIFICATION

This Association shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors to the extent permitted by law. This indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a director, officer, employee or agent, as herein provided. This right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV. INCORPORATOR

The name and address of the Incorporator is Shawn S. Amual, 701 Brickell Avenue, Suite 3300, Miami, Florida 33131.

(((H15000108403 3)))

(((H15000108403 3)))

All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings as set forth in the Declaration of Covenants, Conditions, and Restrictions of the Association, which shall be recorded in the public records of Miami-Dade County, Florida, as it may be modified and supplemented from time to time (the "Declaration").

IN WITNESS WHEREOF, the undersigned Incorporator for the purpose of incorporating, Turnpike Logistics Park Property Owners Association, Inc., under the laws of the State of Florida, hereby execute these Articles of Incorporator on this 1st day of May, 2015.



Shawn S. Amual, Incorporator

(((H15000108403 3)))

APPROVED
AND
FILED

15 MAY -4 PM 1:01

(((H15000108403 3)))
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ACCEPTANCE OF REGISTERED AGENT / REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **TURNPIKE LOGISTICS PARK PROPERTY OWNERS ASSOCIATION, INC.**, desiring to incorporate under the laws of the State of Florida, has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 1st day of May, 2015.

Corporate Creations Network Inc.

By: _____

Jim Perkins, Vice-President

#35367120_v2