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FLORIDA PROFIT/NON PROFIT CORPORATION

Northwood Commercial Owners Association, Inc.

Certificate of Status	1
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Page Count	05
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
NORTHWOOD COMMERCIAL OWNERS ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is **NORTHWOOD COMMERCIAL OWNERS ASSOCIATION, INC.** ("Association").

2. Principal Office. The initial office of Association is 4656 Dolphin Cay Lane, St Petersburg, FL 33711, or such other locations shall be designated by the Board of Directors.

3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 5300 West Cypress Street, Suite 200, Tampa, FL 33607. The name of the Registered Agent of Association is: Fanelli Law Firm, PA.

4. Definitions. A declaration entitled Declaration of Covenants Conditions and Restrictions for Northwood Commercial Subdivision (the "Declaration") will be recorded in the Public Records of Pasco County, Florida, and shall govern all of the common operations of a commercial development to be known as Northwood Commercial Subdivision. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Area and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of Association and the Owners; and (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members, Board of Directors, or officers.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but limited to, the following:

- 7.1 To perform all the duties and obligations of Association set forth in the Declaration, these Articles and the By-Laws.
- 7.2 To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles, the By-Laws, the Rules and Regulations, and the covenants, restrictions and/or agreements governing or binding Association.
- 7.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments (including amounts to cover the costs of operating and maintaining the Conservation Tract) payable pursuant to the terms of the Declaration, these Articles, and the By-Laws.
- 7.4 To pay all Operating Costs, including but not limited to, all licenses, taxes or governmental charges levied or imposed against the Common Areas or other property of Association and establish reserves for deferred maintenance or capital expenditures.

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- 7.5 To acquire (by gift, purchase, or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including but not limited to the Common Areas) in connection with the functions of Association except as limited by the Declaration.
 - 7.6 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.
 - 7.7 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, the Common Area to any public agency, entity, authority, utility, or other person or entity for such purposes and subject to such conditions as it determines and subject only to requirements in the Declaration, if any.
 - 7.8 To operate, maintain and manage the Conservation Tract for which it is responsible, in a manner consistent with the applicable Water Management District permit requirements and applicable Water Management District rules, and shall assist in the enforcement of those provisions of the Declaration, which relate to the Conservation Tract.
 - 7.9 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions, or agreements governing Association and the Common Areas as provided in the Declaration and to effectuate all of the purposes for which Association is organized.
 - 7.10 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.
 - 7.11 To employ personnel and retain independent contractors to contract for management of the Association and the Common Areas as provided in the Declaration and to delegate in such contract or any part of the powers and duties of Association.
 - 7.12 To contract for services to be provided to, or for the benefit of, Association, Owners, and the Common Areas as provided in the Declaration.
 - 7.13 To hold all funds and property owned or acquired by the Association in the name of the Association for the benefit of its Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.
8. Voting Rights. Owners shall have the voting rights set forth in the By-Laws or the Declaration.
9. Board of Directors. The affairs of Association shall be managed by a Board of three (3) members. Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting of the Members. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

Name:

Bruce Keene

Phil Woods

Barbara Anderson Woods

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10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any Member may petition the Circuit Court having jurisdiction within the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

11. Duration. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

12. Amendments.

12.1 General Restrictions of Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agent having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is filed with the Secretary of State.

12.2 Amendments. Subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) two-thirds (2/3) of the Board and (ii) seventy-five percent (75%) of all of the votes (in person or by proxy) of the Association at a duly called meeting of the Members in which a quorum is present.

13. Limitations.

13.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, right and obligations set forth in the Declaration.

13.2 By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Incorporator. The name and address of the Incorporator of this corporation is: Bruce Keene, 4656 Dolphin Cay Lane, St Petersburg, FL 33711.

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names of the Officers who shall serve until their successors are elected by the Board are as follows:

President	Bruce Keene
Vice President	Phil Woods and Barbara Anderson Woods
Secretary	Barbara Anderson Woods

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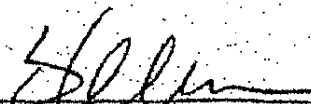
Treasurer

Phil Woods

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceedings. This indemnification shall not apply to matters wherein the Director or Officer 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 rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Declarant, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are shareholders, officers, directors, employees or interested, financially or otherwise, 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 thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 19 day of AUG, 2015.


BRUCE KEENE, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Fanelli Law Firm, PA, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FANELLI LAW FIRM, PA

By: 
Julie V. Fanelli, President

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