

N15000011853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

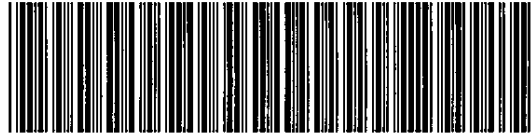
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800279706588

12/08/15--01016--010 \*\*70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 DEC -8 PM 5:09

APPROVED  
AND  
FILED

VH

**VIHLEN & VANADIA, P.A.**  
1540 International Parkway, Suite 2000  
Lake Mary, Florida 32746  
(407) 333-8880

---

**TRANSMITTAL MEMORANDUM**

**TO:** Department of State  
Division of Corporations  
Attn: Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

**REGARDING:** Articles of Incorporation of and Yard Commerce Center West Property Owners' Association, Inc.

---

**THE FOLLOWING ORIGINAL DOCUMENTS ARE ENCLOSED FOR FILING:**

1. Articles of Incorporation of and Yard Commerce Center West Property Owners' Association, Inc.

Also, enclosed you will find Vihlen & Vanadia, P.A.'s check in the amount of \$25.00 for the Articles of Dissolution filing fee. These fees are more specifically broken down as follows:

Thank you.

---

**VIHLEN & VANADIA, P.A.**

APPROVED  
AND  
FILED

15 DEC -8 PM 5:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RAND YARD COMMERCE CENTER WEST  
PROPERTY OWNERS' ASSOCIATION, INC.**  
(A corporation not-for-profit in compliance with Chapter 617, F.S.)

***THE UNDERSIGNED INCORPORATOR***, a natural person competent to contract, hereby forms a corporation, not-for-profit, under the laws of the State of Florida.

**ARTICLE I**  
Corporate Name and Location

Section 1.1 The name and initial address of this corporation are: Rand Yard Commerce Center West Property Owners' Association, Inc., 1740 SE 18<sup>TH</sup> Street, Suite 901, Ocala, Florida 34471.

**ARTICLE II**  
Purpose

Section 2.1 This corporation is formed to perform all of the acts and duties which are normally performed by a duly incorporated, not-for-profit, commercial property owners' association as to a portion of the real property known as Rand Yard Commerce Center, according to the plat thereof as recorded in Plat Book 74, pages 94 through 96, of the Public Records of Seminole County, Florida, that portion, hereinafter referred to as the "Property", being more particularly described as:

Commence at the center line intersection of Church Street and North White Cedar Road, as shown on the plat of Florida Land and Colonization Company Limited W. Beardall's Map of St. Joseph's, according to the plat thereof, recorded in Plat Book 1, page 114 of the Public Records of Seminole County, Florida; thence run N 88°47'48" W along said center line of Church Street, a distance of 15.22 feet; thence leaving said center line run N 01°12'12" E, a distance of 40.00 feet to the Point of Beginning; thence run N 88°47'48" W, 40.00 feet North and parallel with said center line of Church Street, a distance of 959.13 feet; thence run N 01°02'34" W, a distance of 806.25 feet to a point on the Southerly line of Seaboard Coastline Railroad; thence run S 53°08'06" E along said Southerly line, a distance of 1182.75 feet to a point on the Easterly line of Lot 43 of the aforesaid Florida Land and Colonization Company Limited W. Beardall's Map of St. Joseph's; thence run S 01°00'00" W, along said Easterly line of Lot 43, a distance of 116.70 feet to the Point of Beginning;

and to perform all acts and duties as set forth in the Declaration of Covenants, Conditions and Restrictions Rand Yard Commerce Center West, as recorded in Official Records Book 7041, page 1014, of the Public Records of Seminole County, Florida including, without limitation, the following:

(A) preservation and maintenance of all Common Areas lying within the boundaries of the Property as the same are designated on the recorded plat of the Rand Yard Commerce Center, including but not limited to, any and all entrance areas, swales, berms, drainage areas, drainage easements, utility easements and retention areas located within said Common Areas;

(B) operation, repair, maintenance and management of the surface water or stormwater management system lying within the boundaries of the Property in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West;

(C) inspection of all entrance areas, swales, berms, drainage areas, drainage easements, utility easements and retention areas lying within the individually owned lots shown on the recorded plat of the Rand Yard Commerce Center and which are located within the boundaries of the Property, hereinafter referred to as the "Lots";

(D) enforcement of all owners' covenants including, without limitation, covenants regarding the preservation and maintenance of any drainage and retention areas and any drainage and utility easements lying within individually owned Lots within the boundaries of the Property;

(E) administration and operation of the Property in the best interests of the Association, Property and Lot owners; and

(F) establishment and collection of assessments from the members of the Association in order to accomplish the objectives listed above.

### **ARTICLE III**

#### **Qualification of Members and Manner of Admission**

Section 3.1 All persons or entities owning a present vested interest, evidenced by an instrument properly recorded in the Public Records of Seminole County, Florida, in the fee simple title to any Lot, shall automatically be members of the Association. Any such membership shall automatically terminate when a person or entity no longer owns such an interest.

Section 3.2 Owners of each Lot shall be entitled to vote as members of the Association as stated in the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West, recorded in the Public Records of Seminole County, Florida.

### **ARTICLE IV**

#### **Powers and Duties of the Association**

Section 4.1 The Association shall have all of the powers granted by law, these Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West and the By-Laws of the Association, specifically including, without limitation, the power to collect assessments from members of the Association in accordance with and for the purposes designated in these Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions and the By-Laws of the Association, such purposes specifically including, without limitation, the use of assessments to pay the costs of operating, maintaining and repairing the surface water and storm water management systems located within the boundaries of the Property, including, without limitation, operation, maintenance and repair of retention areas, drainage structures and drainage easements.

Section 4.2 The Association shall be charged with all of the duties imposed by law, these Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West and the By-Laws of the Association, specifically including, without limitation, the duty to operate, maintain and manage the surface water and storm water management systems located on the Property in a manner consistent with St. Johns River Water Management District Permit No. 4-117-69761-1 requirements and applicable District rules. Further, the Association shall assist in the enforcement of the restrictions and covenants contained in these Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West and the By-Laws of the Association.

## **ARTICLE V**

### **Term of Existence**

Section 5.1 Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State and shall continue thereafter in perpetuity, or until the Association is dissolved as provided for by law.

## **ARTICLE VI**

### **Management and Election of Officers and Directors**

Section 6.1 The affairs and property of the Association shall be managed and governed by a Board of Directors.

Section 6.2 The directors shall be elected in accordance with the By-Laws and the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West at the regular annual meeting of the members of the Association.

Section 6.3 All officers shall be elected by the Board of Directors, in accordance with the By-Laws and the Declaration of Covenants, Conditions and Restrictions of Rand Yard Commerce Center West at the regular annual meeting of the Board of Directors. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and such other officers as the Board shall deem desirable.

## **ARTICLE VII**

### **Board of Directors**

Section 7.1 The names and addresses of the members of the initial Board of Directors are as follows:

Dan L. Fox  
1740 SE 18<sup>th</sup> Street, Suite 901  
Ocala, Florida 34471

Debbie L. Brown  
1740 SE 18<sup>th</sup> Street, Suite 901  
Ocala, Florida 34471

**ARTICLE VIII**  
**Initial Officers**

Section 8.1 The initial officers of the Association shall be elected by the Board of Directors at the organizational meeting of the Association. The initial officers shall serve until the first annual meeting of the Board of Directors.

**ARTICLE IX**  
**By-Laws**

Section 9.1 By-Laws for the Association shall be adopted by the initial Board of Directors. During the Association's first year of existence, the Board of Directors shall have the power and authority to alter and amend the By-Laws by a majority vote of such Board; thereafter, the By-Laws of the Association may be made, altered, amended or rescinded as set forth in said By-Laws.

**ARTICLE X**  
**Dissolution of the Corporation**

Section 10.1 In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and storm water management systems must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C., and must be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XI**  
**Amendment to Articles of Incorporation**

Section 11.1 These Articles of Incorporation may be amended with the approval of seventy-five (75%) percent of the qualified members of the Association. Any amendment shall be incorporated into a written instrument that specifically sets forth the changes and which shall be filed with the Florida Department of State.

**ARTICLE XII**  
**Registered Agent**

Section 12.1 Until a successor is named by the Board of Directors, the registered agent and registered address for the corporation shall be:

Vihlen & Vanadia, P.A.  
1540 International Parkway, Suite 2000  
Lake Mary, Florida 32746

**ARTICLE XIII**  
**Non-Profit Status**

Section 13.1 No part of the net earnings of the Association shall inure to the benefit of any individual or member.

Section 13.2 No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Association, and none of the assets of the Association will be distributed to any member, officer or director or trustee of the Association. Upon dissolution of this Association, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization or organizations which have qualified for an exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose.

**ARTICLE XIV**  
**Incorporator**

Section 14.1 The name and address of the incorporating subscriber to these Articles of Incorporation is:

Sidney L. Vihlen, III  
1540 International Parkway, Suite 2000  
Lake Mary, Florida 32746

***IN WITNESS WHEREOF***, I, the undersigned subscribing incorporator, affirm that the facts stated herein are true and correct and that I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in s.817.155 F.S. Having made the foregoing affirmation, I have hereunto set my hand and seal, this 19<sup>th</sup> day of November, 2015, for the purpose of forming this corporation, not-for-profit, under the laws of the State of Florida.



Witness

Marisol Robinson

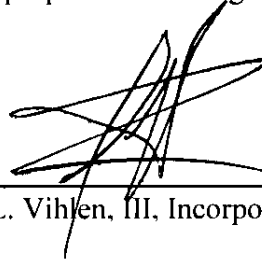
Witness Name Printed

Rebecca Crew

Witness

REBECCA CREW

Witness Name Printed



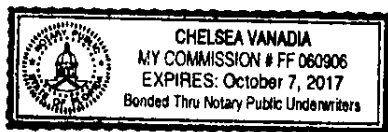
Sidney L. Vihlen, III, Incorporator

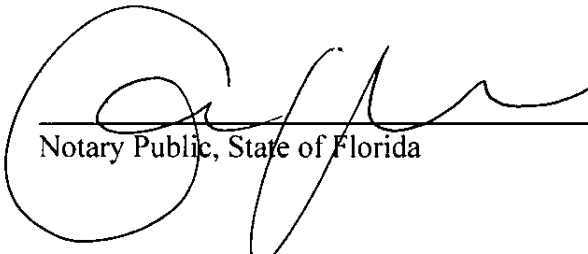
STATE OF FLORIDA     }  
COUNTY OF SEMINOLE }

**BEFORE ME**, an officer duly authorized to take oaths and acknowledgments, personally appeared, Sidney L. Vihlen, III, who is personally known to me or who provided \_\_\_\_\_ as proof of his identity, and who, after being duly sworn, under oath, deposed and stated that he executed the foregoing instrument freely and voluntarily.

**SWORN TO AND SUBSCRIBED** before me on this the 19 day of November, 2015.

(SEAL)



  
\_\_\_\_\_  
Notary Public, State of Florida

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Rand Yard Commerce Center West Property Owners' Association, Inc. at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

Vihlen & Vanadia, P.A.  
1540 International Parkway, Suite 2000  
Lake Mary, Florida 32746

  
\_\_\_\_\_  
Sidney L. Vihlen, III, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 DEC -8 PM 5:08

APPROVAL  
AND  
FILED