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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Culligan FEB - 9, 2016

FORLIZZO LAW GROUP, P.A.

ATTORNEYS AT LAW

ROBERT A. FORLIZZO
Admitted in Florida, New York
AND CALIFORNIA

Email: bob@forlizzolawgroup.com

January 27, 2016

Division of Corporations
Attn: Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

RE: The Shoppes of Palm Coast Association, Inc.

To Whom it May Concern:

Enclosed please find an original and one (1) copy of Articles of Incorporation of The Shoppes of Palm Coast Association, Inc., a Florida Corporation Not for Profit. Also enclosed is our check in the sum of \$70.00

Thank you for your assistance and if you have any questions, please do not hesitate to contact me.

Very truly yours,

FORLIZZO LAW GROUP, P.A.



Tracy E. Shindorf, Paralegal

:tes

Enclosures

ARTICLES OF INCORPORATION
OF
THE SHOPPES OF PALM COAST ASSOCIATION, INC.

A Florida Corporation Not For Profit

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, a resident of the State of Florida, and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation.

ARTICLE I
NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation is **THE SHOPPES OF PALM COAST ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "Association") in these Articles. The principal office and mailing address of this corporation is 2901 Rigsby Lane, Safety Harbor, Florida 34695.

ARTICLE II
OFFICE AND REGISTERED AGENT

This Association's registered office is 2903 Rigsby Lane, Safety Harbor, Pinellas County, Florida 34695, and its registered agent is ROBERT A. FORLIZZO, who maintains an office at 2903 Rigsby Lane, Safety Harbor, Florida 34695. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its Members and the specific purposes for which it is formed are to provide for the maintenance, preservation and repair of all Common Areas including any Surface Water Management Facilities, as that term is defined in the Declaration of Easements, Covenants, Conditions and Restrictions of Shoppes of Palm Coast, a Commercial Subdivision, which encompasses the Property described in Exhibit "A" attached hereto and which will be recorded in the Public Records of Flagler County, Florida.

ARTICLE IV
POWERS

Without limitation, this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties of this Association set forth in that certain Declaration of Easements, Covenants, Conditions and

Restrictions of Shoppes of Palm Coast, a Commercial Subdivision (the "Declaration") applicable to the Property described in Exhibit "A" attached hereto and made a part hereof, and recorded or to be recorded in the Public Records of Flagler County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.

(b) Own and convey property.

(c) Perpetually operate and maintain common property, private roads and any Surface Water Management Facilities as permitted by the St. Johns Water Management District Permit Number 112593-3 ("Permit") and applicable District rules, including 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 which are contained within the Subdivision and which are not owned and dedicated to a governmental entity. This includes any monitoring of the mitigation areas required pursuant to the Permit. The Permit will be recorded with the Declaration.

(d) Establish rules and regulations.

(e) Assess Members and enforce said assessments which shall be adequate to maintain, repair and replace all of the Common Area as defined in Article I, Section 3 of the Declaration including but not limited to the Surface Water Management Facilities.

(f) Sue and be sued.

(g) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company.

(h) Require all the Lot Owners to be Members.

(i) Exist in perpetuity. However, if the Association is dissolved; (1) the Property consisting of the Surface Water Management Facilities (the "Facilities"), including those portions of any Common Area containing Facilities shall be conveyed to an appropriate agency of local government acceptable to St. Johns Water Management District, and if not accepted, then the Facilities shall be dedicated to a similar non-profit corporation; and (2) without first offering to dedicate the Common Areas to Flagler County or other appropriate governmental agency, any Common Area may not be transferred by sale or otherwise, except to a non-profit organization conceived and organized to maintain such common areas.

(j) Take any other action necessary for the purposes for which the Association is organized, including the right to contract with a licensed property management company to carry out the duties of the Association.

(k) Rules. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Common Areas consistent with the rights and duties established by the Declaration of these Articles.

(l) General. Have and exercise all common law rights, powers and privileges and those that a corporation not for profit may now or hereafter have or exercise under Section 617.0302 of the Florida Statutes, together with all other rights, powers and privileges reasonable to be implied from the existence of any right, power or privilege so granted. The Association may enter into litigation, mediation or arbitration to enforce their rights as stated herein or to defend themselves against any claims made against the Association.

(m) Enforcement. To enforce by legal means the obligations of the Members of the Corporation, the provisions of the Declaration, and the provision of the dedication or conveyance of the corporate property to the Corporation with respect to the use and maintenance thereof.

ARTICLE V

VOTING RIGHTS

The Association shall have one (1) class of voting membership which shall be comprised of the Owners of Lots in the Subdivision. Each Owner shall have one (1) vote for each 1,000 square feet of land area comprising said Owner's Lot (there shall be no fractional vote); provided, however, the Developer as defined in the Declaration shall be entitled to appoint a majority of the Board of Directors as long as the Developer owns any Lot in the Subdivision. Within sixty (60) days of the sale of the last Lot owned by Developer, it will transfer control of the Board of Directors to the Members of the Association.

ARTICLE VI

MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one (1) membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one (1) Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws. The initial Directors named below or successors

appointed by the Developer shall serve until the Developer turns control of the Association over to the Members as provided in Article V hereof. The term of office for all Directors is three (3) years. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each Member may cast as many votes for each vacancy as such Member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association Members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: MICHAEL P. CONNOR
 2901 Rigsby Lane
 Safety Harbor, Florida 34695

CHRISTOPHER LOGAN
2901 Rigsby Lane
Safety Harbor, Florida 34695

CHARLES A. ERNST, JR.
2901 Rigsby Lane
Safety Harbor, Florida 34695

ARTICLE VIII **INCORPORATOR**

The name and residence of the incorporator is:

Name: ROBERT A. FORLIZZO

Address: 2903 Rigsby Lane
 Safety Harbor, Florida 34695

ARTICLE IX **DISSOLUTION**

Subject to Article IV, Section (i), this Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than sixty percent (60%) of the voting interest held by the Members. Upon dissolution of this Association, in any manner other than incident to a merger or consolidation, all of this Association's assets must be conveyed pursuant to the provisions of Article IV hereof.

ARTICLE X
DURATION

This Association exists perpetually.

ARTICLE XI
BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Until the Developer (as defined in the Declaration) or his successors and assigns, transfer control of the Association to the Members as provided in Article V of the Declaration, only the Developer may amend the By-Laws. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of sixty percent (60%) of the voting interest held by Members. Any amendment proposed to these Articles which would affect the surface water management system, conservation areas or water management portions of common areas shall be submitted to the St. Johns Water Management District for review prior to finalization of the amendment. The St. Johns Water Management District shall determine if the proposed amendment will require a modification of the environmental resource or surface water management permit. If a permit modification is necessary, the modification must be approved by the St. Johns Water Management District prior to the amendment of this document.

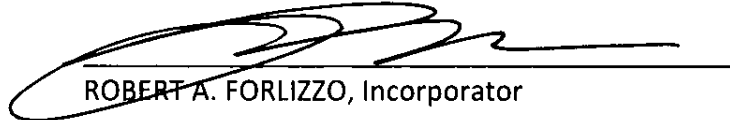
ARTICLE XII
AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that the Developer as long as it owns any Lot may amend these Articles on its signature alone. Once the Developer transfers control of the Association, each such amendment must have the approval in writing of sixty percent (60%) of the voting interest of the entire membership.

ARTICLE XIII
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

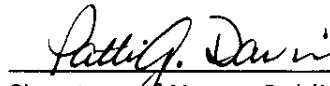
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 27th day of January, 2016.

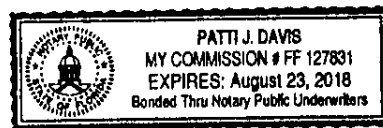

ROBERT A. FORLIZZO, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared ROBERT A. FORLIZZO, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of THE SHOPPES OF PALM COAST ASSOCIATION, INC., a Florida Corporation Not For Profit, as Incorporator, and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein.

WITNESS my hand and official seal this 27th day of January, 2016.


Signature of Notary Public, State of Florida
Printed Name: PATTI J. DAVIS
My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

THE SHOPPES OF PALM COASTS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit, with its principal office, as indicated in its Articles of Incorporation, at 2901 Rigsby Lane, Safety Harbor, Pinellas County, Florida 34695, has named ROBERT A. FORLIZZO, whose business office is 2903 Rigsby Lane, Safety Harbor, Pinellas County, Florida 34695, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.0505, relative to the proper and complete performance of my duties.


ROBERT A. FORLIZZO

Date: 1/27/16

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16 JAN 29 PM 2:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT "A"

LEGAL DESCRIPTION

