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**FLORIDA PROFIT/NON PROFIT CORPORATION
INNOVATION SQUARE CORE DISTRICT OWNERS' ASSOCIATION**

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**ARTICLES OF INCORPORATION
OF
INNOVATION SQUARE CORE DISTRICT OWNERS' ASSOCIATION, INC.**

By the execution and filing of these Articles of Incorporation (the "Articles"), the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes:

**ARTICLE I
NAME**

The name of the corporation shall be INNOVATION SQUARE CORE DISTRICT OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "District Association."

**ARTICLE II
DURATION**

The District Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the District Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the District Declaration of Covenants, Conditions, Easements and Restrictions for Innovation Square Core District recorded or to be recorded in the Public Records of Alachua County, Florida, as it may be amended or supplemented from time to time (the "District Declaration").

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the District Association is 720 SW 2nd Avenue, Suite 108, Gainesville, Florida 32601 and the mailing address of the District Association is Post Office Box 113135, Gainesville, Florida 32611-3135.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

Lee N. Nelson, whose address is 720 SW 2nd Avenue, Suite 108, Gainesville, Florida 32601, is hereby appointed the initial registered agent of the District Association and the registered office shall be at said address.

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ARTICLE VI
PURPOSE AND POWERS OF THE DISTRICT ASSOCIATION

The District Association shall not pay dividends and no part of any income of the District Association shall be distributed to its members, directors or officers. The District Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the properties submitted to the District Declaration from time to time, including, specifically, the Common Area, and to promote the recreation, health, safety and welfare of the Owners. The District Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the District Declaration. The District Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the District Declaration, any Supplemental District Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the District Association for the benefit of the Owners and for the maintenance, administration and improvement of the Common Area and Areas of Common Responsibility. The duties and powers of the District Association shall be exercised by its Board of Directors unless provided otherwise in the District Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines or Assessments pursuant to the terms of the District Declaration, these Articles or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the District Association, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the property of the District Association; and to provide adequate funding for the performance of any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the District Association for the benefit of the Owners and for the maintenance, administration and improvement of the Common Area and Area of Common Responsibility;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, encumber, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the District Declaration or any other property for which the District Association by rule, regulation, District Declaration or contract has a right or duty to provide such services;

(c) To borrow money, and as provided herein or in the District Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility;

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(e) To enforce covenants, conditions, or restrictions affecting any property to the extent the District Association may be authorized to do so under the District Declaration or Bylaws;

(f) To engage in activities which will actively foster, promote, and advance the common interests of all owners of the properties subject to the District Declaration;

(g) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the District Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the District Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the District Declaration;

(i) To maintain, repair, replace and operate portions of the Common Area and Areas of Common Responsibility consistent with the obligations imposed upon or assumed by the District Association for maintenance, repair, replacement and operation pursuant to the District Declaration, these Articles, the Bylaws, or separate agreement;

(j) To accept jurisdiction over, and the powers and duties imposed with respect to, any additional property which may otherwise be subjected to the jurisdiction of the District Association as provided in the District Declaration; and

(k) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VII MEMBERSHIP

7.1 Membership. Each Owner, including District Declarant, shall be a member of the Association. No Owner, whether comprised of one (1) or more Persons, shall have more than one (1) membership per Parcel owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member. The District Association membership of each Owner shall be appurtenant to the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title

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shall operate automatically to transfer the membership in the District Association appurtenant thereto to the new Owner thereof. The membership of an Owner shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the District Declaration, the Bylaws and the rules and regulations of the District Association.

7.2 Jurisdiction of District Association. The District Association and each member thereof must accept as members those Owners subject to the jurisdiction of the District Association as provided in the District Declaration.

ARTICLE VIII
VOTING RIGHTS

The voting rights of members in the District Association shall be as set forth in the District Declaration and Bylaws, as the same may be amended from time to time as provided therein.

ARTICLE IX
BOARD OF DIRECTORS

The business and affairs of the District Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) directors, but may be enlarged or decreased (i) by the District Declarant during the Class "B" Control Period, in accordance with the District Association's Bylaws or (ii) by the approval of a majority of the members after the Class "B" Control Period, provided that there shall always be an odd number of directorships created and that the number of directors is never less than three (3). The initial Board of Directors shall consist of three (3) directors appointed by District Declarant who need not be members of the District Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles and the Bylaws are:

<u>Name</u>	<u>Address</u>
Winfred M. Phillips	Post Office Box 113150 Gainesville, Florida 32611-3100
Charles E. Lane	Post Office Box 113150 Gainesville, Florida 32611-3150
Lee N. Nelson	Post Office Box 113135 Gainesville, Florida 32611-3135

Within thirty (30) days after termination of the Class B Control Period, the members shall elect all directors of the Board of Directors for staggered terms as provided in the Bylaws. The

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method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such entities, individuals or committees as it, in its discretion, may determine.

ARTICLE X
OFFICERS

The affairs of the District Association shall be administered by the officers elected in accordance with the Bylaws. The officers shall serve at the pleasure of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

The District Association shall indemnify every officer, director, and committee member, and any former officer, director, and committee member to the fullest extent permitted by law. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or former officer, director, or committee member may be entitled. The District Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XII
BYLAWS

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

ARTICLE XIII
AMENDMENTS

These Articles may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment, if such proposed amendment is approved by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of at least two-thirds of the total votes of the Voting Members of the District Association. However, the percentage of votes necessary to amend a specific provision of these Articles shall not be less than any prescribed percentage of affirmative votes required for action to be taken under such provision. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Alachua County, Florida. Notwithstanding anything to the contrary set forth herein, District Declarant may unilaterally amend these Articles at any time to include any provisions which may be required by any federal, state or local governmental authority.

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No amendment may remove, revoke, or modify any right or privilege of District Declarant or the Class "B" member without the written consent of District Declarant or the Class "B" member as appropriate, or the assignee of such right or privilege. No amendment may impair the validity or priority of the lien of any Mortgage held by a Mortgagee or impair the rights granted to Mortgagees herein without the prior, written consent of such Mortgagees.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator of the District Association is as follows:

Name

Address

Lee N. Nelson

720 SW 2nd Avenue, Suite 108
Gainesville, Florida 32601

ARTICLE XV
NON-STOCK CORPORATION

The District Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the District Association; provided, however, that membership in the District Association may be evidenced by a certificate of membership which shall contain a statement that the District Association is a corporation not for profit.

ARTICLE XVI
DISSOLUTION

In the event the District Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the District Association have been satisfied from the assets of the District Association or otherwise, the remaining assets of the District Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the District Association shall determine in their sole discretion.

ARTICLE XVII
ADDITIONAL PROPERTY

Additional property may be added from time to time to the District Properties under the jurisdiction of the District Declaration in accordance with the District Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the District Association to such additional property and the Owner(s) thereof as may be contemplated by the District Declaration.

The District Association and each member must accept as members the Owners of all Parcels in the District Properties where the instrument hereafter annexing additional property to

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the jurisdiction of the District Association provides that the Owners of Parcels in the property annexed to the District Properties are intended to be members of the District Association and that the District Association is intended to have jurisdiction over them.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 28th day of October, 2016.

WITNESSES

Colt H. Little
Colt H. Little
(Print Name)

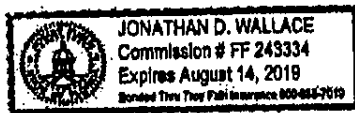
Lee N. Nelson
Lee N. Nelson

Jonathan D. Wallace
Jonathan D. Wallace
(Print Name)

Address: 720 SW 2nd Avenue, Suite 108
Gainesville, Florida 32601

STATE OF FLORIDA)
COUNTY OF Alachua)

The foregoing instrument was acknowledged before me on the 21 day of October, 2016 by Lee N. Nelson. Said person is known to me.



Jonathan D. Wallace
Signature of Person Taking Acknowledgement
Print Name: Jonathan D. Wallace
Title: Notary Public, State of Florida
Serial No. (if any) FF 243334
Commission Expires: 8/14/2019

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

INNOVATION SQUARE CORE DISTRICT OWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 720 SW 2nd Avenue, Suite 108, Gainesville, Florida 32601, has named Lee N. Nelson, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Lee N. Nelson, Registered Agent

Date: 10/28/2016

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