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FLORIDA PROFIT/NON PROFIT CORPORATION
FOUNDRY MEEK INDUSTRIAL PARK ASSOCIATION, INC.

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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
FOUNDRY MEEK INDUSTRIAL PARK ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned, acting as incorporator, does hereby voluntarily associate for the purpose of forming a Florida not-for-profit corporation. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions, and Restrictions for Foundry Meek Industrial Park Association, Inc. to be recorded in the public records of Miami-Dade County, Florida, as it may be modified and supplemented from time to time (the "Declaration").

ARTICLE I - NAME

The name of the corporation is FOUNDRY MEEK INDUSTRIAL PARK ASSOCIATION, INC. (the "Corporation").

ARTICLE II - REGISTERED AGENT

The street address of the initial registered agent of the Corporation is 450 S. Orange Avenue, Suite 200, Orlando, FL 32801 and the name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process, is Joaquin E. Martinez.

ARTICLE III - PRINCIPAL AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation is 225 NE Mizner Blvd, Suite 230, Boca Raton, FL 33432. The Corporation 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 IV - PURPOSE AND POWERS

A. The Corporation does not contemplate pecuniary gain or profit to its Members. The Corporation is organized as a not for profit corporation for the purpose of operating as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to provide for the 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 may be supplemented from time to time in accordance with its terms, all for the mutual advantage and benefit of the Members of this Corporation, and as such 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 Corporation 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.

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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 corporation, subject to such limitations as are or may be prescribed by laws.

C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in 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 corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation 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 corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation 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 or 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.

Further, the Corporation shall have 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 Corporation 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 of Incorporation 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 Corporation;

(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;

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- (7) To obtain and maintain policies of insurance necessary to protect the Corporation, its Members and common areas;
- (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 Corporation in the Declaration; and
- (10) To have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP

- (1) Every individual or entity who is an Individual Developer or Master Developer, but excluding individuals or entities holding an interest in a Parcel merely as security for performance for an obligation, shall be a Member of the Corporation. Membership interests (other than a Master Developer's interests) shall be appurtenant to and may not be separated from ownership or possession (pursuant to that certain Ground Lease Agreement) of a Parcel.
- (2) The transfer of the membership interests of any Individual Developer shall be established by the recording of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established in the public records of Miami-Dade County, Florida. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Corporation shall not be obligated to recognize such a transfer of membership interest until such time as the Corporation receives a copy of the recorded deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and the new Individual Developer of the Parcel to provide a copy of the recorded document or instrument to the Corporation.
- (3) The membership interest of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel owned by such Member.

ARTICLE VI - VOTING RIGHTS

- (1) Voting Membership of the Corporation shall be divided into two (2) classes as follows:
 - (a) Class A. Class A voting members ("Class A Voting Members") shall be all voting members appointed by Individual Developers. Each Individual Developer shall appoint an individual as 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, the Individual Developer shall be entitled to fourteen (14) votes; and if an Individual Developer

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owns 1.9 acres in its Parcel, the Individual Developer shall be entitled to two (2) votes.

- (b) Class B. The Class B voting member ("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 Voting Member must be in writing and expressly provide for the assignment of Master Developer's Class B Voting Member status. The Class B Voting Member shall be entitled to one (1) vote, plus two (2) votes for each Class A 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 of the Declaration, which ever first occurs. Until such event, Master Developer, its successors and assigns, shall have absolute control of the Board of Directors, and shall control the Corporation through the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a board of directors ("Board of Directors"), who shall be Members and each shall be elected in the manner as set forth in the bylaws of the Corporation ("Bylaws"). The number of directors of the Corporation ("Directors") shall be no less than three (3). The names and addresses of the initial Directors of the Corporation, 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>
Ford Gibson	225 NE Mizner Blvd, Suite 230 Boca Raton, FL 33432
David Blount	225 NE Mizner Blvd, Suite 230 Boca Raton, FL 33432
David Auld	225 NE Mizner Blvd, Suite 230 Boca Raton, FL 33432

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 Directors.

ARTICLE VIII - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Corporation shall be administered by its officers, as designated in the Bylaws of this Corporation. The officers shall

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be elected annually by the Board of Directors. The names and addresses of the initial officers who shall serve until the first annual meeting of the Board of Directors or consent in lieu thereof, or until their successors are elected and qualified, or until their earlier deaths, resignations, or removals from office are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Ford Gibson	225 NE Mizner Blvd., Suite 230 Boca Raton, FL 33432
Secretary	David Blount	225 NE Mizner Blvd., Suite 230 Boca Raton, FL 33432

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE X - DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by at least the number of Required Owners. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation 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 corporation, Corporation, trust or other organization to be devoted to similar purposes.

ARTICLE XI - BYLAWS

The Bylaws of this Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

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

ARTICLE XIII - INDEMNIFICATION

This Corporation 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

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proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such individual 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 individual may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Corporation to obtain and keep in force a policy of officers' and directors' liability insurance.


ARTICLE XIV - INCORPORATOR

The name and address of the incorporator of the Corporation is William R. Bloom, 701 Brickell Avenue, Suite 3300, Miami, Florida 33131.

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IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 3rd day of January, 2017.


William R. Bloom, Incorporator

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That **FOUNDRY MEEK INDUSTRIAL PARK ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida, has named Joaquin E. Martinez 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 450 S. Orange Avenue, Suite 200, Orlando, FL 32801, 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 3rd day of January, 2017.



Joaquin E. Martinez

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