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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Central Florida Intermodal Logistics Center Property Owners'**

**Association, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**CENTRAL FLORIDA INTERMODAL LOGISTICS CENTER**  
**PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is Central Florida Intermodal Logistics Center Property Owners' Association, Inc., a Florida non-profit corporation, hereinafter referred to as the "Association."

**ARTICLE II**

**PRINCIPAL OFFICE**

The mailing address of this corporation's initial principal offices is:

c/o Winter Haven Industrial Investors, LLC  
900 North Michigan Avenue, Suite 1450  
Chicago, IL 60611

**ARTICLE III**

**TERMS**

Terms used herein have the meanings ascribed to them in the Declaration of Covenants, Restrictions, and Easements for Central Florida Intermodal Logistics Center ("Declaration"), unless the context indicates otherwise.

**ARTICLE IV**

**PURPOSE**

The purpose for which the Association is organized is to maintain, manage and operate the Property in accordance with the terms, provisions and conditions contained in the Declaration and to carry out the covenants and enforce the provisions relative to the Association as provided in the Declaration, these Articles, and the Bylaws.

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ARTICLE V

MEMBERSHIP

Each Lot Owner will be a member of the Association as provided in the Declaration.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board of Directors as provided in the Bylaws, consisting of, (i) for so long as Declarant is a Class B Member, three (3) members (provided that directors appointed by Declarant need not be Members) and (ii) at such time as Declarant is not a Class B Member, no less than three (3) Members.

The names and addresses of the members of the first Board of Directors of the Association, who will hold office until the first election and thereafter until successors are duly elected and have taken office are as follows:

<u>Name</u>	<u>Address</u>
Louis D. Hellebusch	900 North Michigan Avenue, Suite 1450 Chicago, IL 60611
Barrie Bloom	900 North Michigan Avenue, Suite 1450 Chicago, IL 60611
Michael Fox	900 North Michigan Avenue, Suite 1450 Chicago, IL 60611

Except for the first Board of Directors and unless otherwise provided in the Bylaws, directors will be elected by the majority of the Votes held by the Voting Members in attendance at a meeting at which there is a quorum and the Bylaws may provide for the method of voting in the election and for the removal from office of directors.

The Board of Directors shall serve a term of one year until successors are elected and qualified pursuant to the Bylaws and subject to the removal provision of the Bylaws.

If a director for any reason ceases to be a director, the vacancy on the Board of Directors may be filled for the remainder of the terms so vacated by either (i) a majority of the Votes held by the Voting Members in attendance at a meeting at which there is a quorum or (ii) a majority of the remaining members of the Board of Directors.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is Louis D. Hellebusch, 900 North Michigan Avenue, Suite 1450, Chicago, IL 60611.

ARTICLE VIII

INDEMNIFICATION

The Association will indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX

BYLAWS

The Board of Directors will have the power to adopt, alter, amend or repeal the Bylaws, in the manner provided in the Bylaws.

ARTICLE X

AMENDMENTS

Amendments to these Articles may be proposed by a member of the Board of Directors or, after termination of the Class B Membership, by the Members holding at least two-thirds (2/3rds) of the Votes. These Articles may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) of the directors present at a meeting at which a quorum is present. After termination of the Class B Membership, these Articles may be amended at any regular meeting of the Members or at any special meeting of the Members duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) of the Members present at a meeting at which a quorum is present.

ARTICLE XI

ASSOCIATION EXISTENCE

The existence of this Association will be perpetual and will commence on the date of filing of these Articles with the Secretary of State of the State of Florida.

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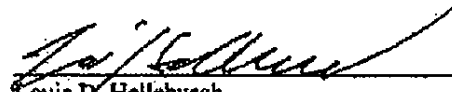
ARTICLE XII

INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation is:

C T Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day 7<sup>th</sup> day of March, 2017


  
Louis D. Hellebusch

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent for Central Florida Intermodal Logistics Center Property Owners' Association, Inc., the above named corporation, at the designed registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

This acceptance is dated the 7 day of March, 2017.

C T Corporation System

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Vicki Ann Owens  
Special Assistant Secretary

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