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Winter Park Plaza Property Owners' Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****WINTER PARK PLAZA PROPERTY OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, do hereby certify:

ARTICLE I.**NAME OF CORPORATION**

The name of the corporation is WINTER PARK PLAZA PROPERTY OWNERS' ASSOCIATION, INC. (hereafter called the "Association").

ARTICLE II.**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at c/o NPI WP Real Estate Holdings LLC, 5030 Champion Blvd., Suite G11-535, Boca Raton, Florida 33496.

ARTICLE III.**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 5030 Champion Blvd., Suite G11-535, Boca Raton, Florida 33496 and the name of the initial registered agent at that address is Jeffrey A. Zipper.

ARTICLE IV.**DEFINITIONS**

All terms used in these Articles of Incorporation shall have the same meaning as defined in the Declaration of Covenants, Easements & Restrictions for Winter Park Plaza, as the same may be amended and supplemented from time to time (the "Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE V.**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and repair and operation of the Common Area and other areas within the Property in Orange County, Florida and to:

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(a) Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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 in connection with the affairs of the Association;

(d) Borrow money, and with the assent of a majority of the total cumulative votes cast by Directors at a meeting of the Board, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area or Dedicated Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be approved by the Board under the terms of the Declaration and/or the Bylaws;

(f) Participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall be approved by the Board in accordance with the terms of the Declaration and/or the Bylaws;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Act of the State of Florida by law may now or hereafter have or exercise; and

(h) File suits and/or pursue such legal rights and remedies as are available to the Association.

ARTICLE VI.

MEMBERS

Section 1. Membership. Every Owner of a Lot shall be a Member of the Association. No person holding any lien, mortgage or other encumbrance upon any Lot shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Lot pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Lot. Membership shall be acquired by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to a Lot. Upon such recordation, the Owner designated by such deed or other such instrument shall become a Member of the Association, and the membership of the prior owner shall thereby be terminated; provided, however, any person who owns more than one Lot shall remain a Member of the Association so long as record title is retained to any Lot.

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Section 2. Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to its Lot.

Section 3. Voting. The Owner of record of each Lot, including Declarant, shall be entitled to the voting rights established for the Lot by the Declaration and/or Bylaws.

Section 4. Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of three (3) Directors; two (2) of which shall be appointed by the Lot 1 Member (referred to herein collectively as the "Lot 1 Designees" and individually as a "Lot 1 Designee"), and one (1) of which shall be appointed by the Lot 2 Member (the "Lot 2 Designee"). Directors need not be Members of the Association; provided, however, each Director shall be an officer, director, shareholder, employee or agent of the respective Member entitled to appoint such Director. All affairs of the Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Declaration and/or Bylaws.

Section 2. Term. The initial Board of Directors shall consist of three (3) Directors, two (2) of which shall be designated by Declarant as the Lot 1 Designees and one (1) of which shall be designated by Declarant as the Lot 2 Designee. Each Director shall serve until the appointment of his successors or until his earlier resignation, removal or death.

Section 3. Initial Directors. The names, designations and addresses of the person who are appointed by Declarant to act in the capacity of Directors are:

| <u>NAME</u> | <u>DESIGNATION</u> | <u>ADDRESS</u> |
|-----------------------|--------------------|---|
| Jeffrey A. Zipper | Lot 1 Designee | 5030 Champion Blvd. Suite G11-535 Boca Raton, Florida 33496 |
| Harrison B. Zipper | Lot 1 Designee | 5030 Champion Blvd. Suite G11-535 Boca Raton, Florida 33496 |
| Alexander C. Jungreis | Lot 2 Designee | 1360 Alabama Drive Winter Park, Florida 32789 |

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ARTICLE VIII.
OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors. The names, offices and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

| <u>NAME</u> | <u>OFFICE(S)</u> | <u>ADDRESS</u> |
|-----------------------|----------------------------|---|
| Jeffrey A. Zipper | President | 5030 Champion Blvd. Suite G11-535 Boca Raton, Florida 33496 |
| Harrison B. Zipper | Vice-President & Treasurer | 5030 Champion Blvd. Suite G11-535 Boca Raton, Florida 33496 |
| Alexander C. Jungreis | Secretary | 1360 Alabama Drive Winter Park, Florida 32789 |

ARTICLE IX.
DISSOLUTION

The Association may only be dissolved upon termination of the Declaration as set forth therein. Upon such dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, including, but not limited to the Common Area, if any, shall be transferred to another not-for-profit corporation or appropriate public agency having similar purposes; provided, however, if no other not-for-profit corporation or agency will accept such property, then any Member or affected governmental instrumentality or agency may petition the Circuit Court of the County in which the Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Association with respect to such applicable portions of the Common Area, or otherwise dispose of the Common Area or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Association shall be responsible for court costs, attorneys' fees, and all other expenses of the receivership or trust shall constitute Shared Expenses of the Association and shall be assessed against its Members. If the Association has been dissolved, or if the Association shall not have a sufficient number of Directors, the receiver or trustee shall have all powers and duties of a duly constituted Board of Directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

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ARTICLE X.
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity thereafter.

ARTICLE XI.
AMENDMENTS

Any amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board of Directors; provided, however, any matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration.

ARTICLE XII.
INCORPORATOR

The name and address of the incorporator is as follows:

JEFFREY A. ZIPPER

5030 Champion Blvd., Suite G11-535
Boca Raton, Florida 33496

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 13th day of June, 2017.



JEFFREY A. ZIPPER

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on Winter Park Plaza Property Owners' Association, Inc. within the State of Florida, at the place designated in Article II of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Winter Park Plaza Property Owners' Association, Inc. and is familiar with and accepts the obligations of this position.


JEFFREY A. ZIPPER

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th day of June, 2017, by JEFFREY A. ZIPPER, who is personally known to me or who has produced _____ as identification.

(NOTARY SEAL)



JORDAN DERSHOW
NOTARY PUBLIC
STATE OF FLORIDA
Comm. GG017474
Expires 8/1/2020


Notary Public Signature

(Name typed, printed or stamped)