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WASHINGTON, D.C. 20535

 07/11/17

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Powerline Property Owners' Master Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Simply Legal LLP
Name (Printed or typed)

1395 Brickell Avenue, Ste 900
Address

Miami FL 33131
City, State & Zip

(305) 858-6208
Daytime Telephone number

mj@simplylegalgroup.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
POWERLINE PROPERTY OWNERS' MASTER ASSOCIATION, INC.
(A NONPROFIT FLORIDA CORPORATION)**

**ARTICLE I
PRINCIPAL OFFICE, TERMINOLGY**

A. The name of this corporation shall be POWERLINE PROPERTY OWNERS' MASTER ASSOCIATION, INC., and shall subsequently be referred to as the "Master Association".

B. The mailing address of the Master Association's initial principal office is 18001 Collins Avenue, 31st Floor, Sunny Isles Beach, Florida 33160, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Master Association shall be kept at its principal office or at such other place as may be permitted by the Act.

C. All terms used in these Articles of Incorporation which are defined in the Declaration of Restrictive Covenants of Powerline Industrial Center recorded or to be recorded in the Official Records of Broward County, Florida (said declaration as may be amended from time to time is hereinafter referred to as the "Declaration") shall have the same meaning as used in the Declaration.

**ARTICLE II
PURPOSES; POWERS**

A. The purpose for which the corporation is organized are as follows:

1. To promote the health, safety and social welfare of the Owners of Property within that area referred to as Powerline Industrial Center in the Declaration recorded or to be recorded in the Official Records of Broward County, Florida.

2. To own and to maintain, to repair and to replace the Master Association Property in and/or benefitting Powerline Industrial Center for which the obligation to maintain and repair has been delegated and accepted.

3. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in Powerline Industrial Center, as well as the alteration, improvement, addition and/or change thereto.

4. To provide such other services, the responsibility for which has been or may be accepted by the Master Association, and the capital improvements and equipment related thereto, in Powerline Industrial Center.

5. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Master Association, as the Board in its discretion determines necessary, appropriate, and/or convenient.

6. To operate without profit for the sole and exclusive benefit of the Members.

7. To perform all of the functions contemplated of the Master Association, and undertaken by the Board in the Declaration.

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BROWARD COUNTY, FLORIDA

8. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation and the Declaration.

9. To promulgate and to enforce the Declaration and all other rules, regulation, By-Laws, covenants, restrictions and agreement which may be adopted by the Master Association to effectuate the purposes for which the Master Association is organized.

10. To delegate power or powers where such is deemed in the interest of the Master Association.

11. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make perform or carry out contracts of every kind with any person, firm corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

12. To fix assessments to be levied against the Property to defray the expenses and the cost of effectuating the objects and purposes of the Master Association, and to create reasonable reserves for such expenditures, and to authorize the Board, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

13. To charge recipients for services rendered by the Master Association and for use of Master Association property which such is deemed appropriate by the Board.

14. To pay taxes and other charges, if any, on or against property owned or accepted by the Master Association.

15. To merge with any other association which may perform similar functions, located within the same general vicinity of the real property such to the Declaration.

16. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

B. The powers of the Master Association are to:

1. Own and convey property;
2. Operate and perform maintenance of the Stormwater Management System as exempted or permitted by the Agency;
3. Establish rules and regulations governing membership or take any other actions necessary for the purposes for which the Master Association was organized;
4. Assess members for the cost of operating and maintaining the Stormwater Management System, and enforce the collection of such assessments;
5. Sue and be sued;

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

7. Require all Owners of the Properties or Units to be Members of the Master Association;
and

8. Demonstrate that the land on which the Stormwater Management System is located is owned or otherwise controlled by the Master Association to the extent necessary to operate and maintain the Stormwater Management System or convey operation and maintenance to another entity.

ARTICLE III MEMBERS

Declarant and every Lot Owner shall be a Member of the Master Association. Notwithstanding the foregoing, any such Person who merely holds record ownership as security for the performance of an obligation shall not be a Member of the Master Association. No Owner shall have more than one (1) membership in the Master Association (the "Membership"), although a Member shall have the voting privileges and interests set forth in Article X. Memberships in the Master Association shall not be assignable, except to a successor in interest of the Owner (including the mortgagee of an Owner), and every Membership of an Owner in the Master Association shall be appurtenant to and may not be separated from fee ownership of such Owner's Lot, Condominium Unit or other portion of the Properties which is subject to assessment by the Master Association. Each Member shall be entitled to the benefits and be subject to the provisions of these Articles, the Declaration, the By-Laws and rules and regulations of the Master Association.

ARTICLE IV TERM

The Master Association shall have perpetual existence and be formed as of the date of execution of these Articles.

ARTICLE V SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is Kristina Wilson, Esq., Simply Legal, 1395 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VI OFFICERS

The officers of the Master Association shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Master Association until the annual meeting of the Board of Directors to be held in the year 2018 and until their successors are duly elected and qualified are:

President	Michael Dezer
Vice President	Gil Dezer
Secretary	Leslie Salmon
Treasurer	Leslie Salmon

ARTICLE VII
BOARD OF DIRECTORS

A. The affairs of the Master Association shall be managed by a Board of Directors consisting of three (3) Directors. Declarant shall have the right to appoint the initial Board of Directors.

B. Directors need not be members of the Master Association and need not be residents of the State of Florida. All Directors shall be appointed or elected for a term of one (1) year or until his or her respective successor is named.

C. The names and addresses of the members of the first Board who shall hold office until the annual meeting of the Members to be held in the year 2018 and until their successors are elected or appointed and have qualified, are as follows:

Michael Dezer	18001 Collins Avenue, 31 st Floor, Sunny Isles Beach, Florida 33160
Gil Dezer	18001 Collins Avenue, 31 st Floor, Sunny Isles Beach, Florida 33160
Leslie Salmon	89 Fifth Avenue, 11 th Floor, New York, New York 10003

ARTICLE VIII
BY-LAWS

The By-Laws of the Master Association shall be adopted by the Board and may be amended, altered or rescinded by a majority vote of the Board.

ARTICLE IX
AMENDMENT

An amendment may be proposed by any Member or Director and may be adopted by the affirmative vote of at least two-thirds (2/3) of the voting interests in the Master Association at the annual meeting of Members or at a special meeting of Members; provided, however, that in either instance, notice of the proposed amendment has first been approved by not less than a majority vote of the Board. No amendment affecting the Declarant shall be effective without the prior written consent of the Declarant.

ARTICLE X
VOTING

A. Members shall be entitled to exercise or cast the following votes as follows:

1. Parking Lot. The Parking Lot shall have an aggregate of 40.85 votes, which shall be cast by the Voting Member as set forth in the Declaration and the By-Laws.

2. Outparcel Lot. The Outparcel Lot shall have an aggregate of 18.75 votes, which shall be cast by the Voting Member as set forth in the Declaration and the By-Laws.

3. Main Building Lot. The Main Building Lot shall have an aggregate of 40.40 votes, which shall be cast by the Voting Member as set forth in the Declaration and the By-Laws.

B. Creation of Condominium. Notwithstanding anything provided in the Declaration, if a condominium is created on any Lot, the votes attributed to such Lot shall not be determined based on the number of Condominium Units in such condominium. Additionally, if a Sub-association is created to administer any portion of a Lot, the votes attributed to such Lot shall be determined based on the number of units, lots or parcels in such Sub-association. Each Condominium Unit shall have a proportionate share of the votes allocated to the Lot, based upon the relative square footage allocated of the units to one another (unless determine by other method as may be set forth in the respective condominium declaration for such lot). The Votes shall be cast solely by the Voting Member of a Lot, and as any condominium solely by its respective Voting Member, in accordance with the terms of the respective condominium declaration.

C. Methodology / Modifications. The foregoing voting allocations or shares of votes are approximately based upon and in proportion to, as to each Lot, the gross square feet of each respective Lot (the "**Allocated Interest**"), as reasonably determined by the Master Association in a manner consistent with the calculation of square footages for all Lots located on the Properties. Such percentages may be amended from time to time by the Master Association by Supplemental Declaration. Declarant shall also have the right in its sole discretion to create or designate new categories of Lots if such types of Lots are to become part of the Properties.

D. Casting Votes. All votes shall be exercised or cast in the manner provided in the Declaration and by the By-Laws.

E. Selection of Voting Members. In the event there is more than one (1) Owner of fee simple interest of record of any portion of the Properties ("**Co-owners**"), the vote(s) to which such portion of the Properties is entitled shall be exercised, if at all, as a unit. The Co-owners shall name a Voting Member in a proxy signed by all Co-owners of such portion of the Properties, or if appropriate, signed by the properly designated officers, partners or principals of the respective Person (the "**Proxy**") and shall file such proxy with the Secretary of the Master Association prior to the meeting at which the vote(s) is to be exercised. In the event the Proxy is not properly filed or if such designation is revoked by the filing of a statement with the Secretary of the Master Association by any Co-owner which evidences such intent, the vote(s) associated with such portion of the Properties may not be exercised until such time as a new Proxy is properly filed with the Secretary of the Master Association pursuant hereto. The Secretary of the Master Association must receive the written termination of the Proxy prior to the meeting at which the vote will be exercised by the Voting Member or it shall be conclusively presumed that the Voting Member is acting with the consent of the Co-owners. Notwithstanding the foregoing, all Co-owners shall be Members of the Master Association and may attend any meeting of the Master Association. Any lawful action taken by the Master Association in accordance with the voting percentages set forth in the Declaration shall be binding on all Owners, their successors and assigns.

F. General Matters. When reference is made in the Declaration, or in the Articles or the By-Laws or other relevant documents to a majority or specific percentage of Owners, Members (or Voting Members), such reference shall be deemed to refer to a majority or specific percentage of the votes of Members represented by their respective Voting Members at a duly constituted

meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves. To the extent lawful, the foregoing shall apply to, without limitation, the establishment of a quorum at any applicable meeting.

The Master Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration as supplemented by the provisions of the Articles and By-Laws relating thereto.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Master Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Master Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his/her capacity of Director or officer of the Master Association, or in his/her capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of the Master Association, against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Master Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere of its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Master Association or that he/she had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Master Association to procure a judgment in its favor by reason of his/her being or having been a Director or officer of the Master Association, or by reason of his/her being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of the Master Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Master Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Master Association unless, and only to the extent that, the court administrative agency, or investigative body before which such action suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fully and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he/she reasonably believed to be in the best interests of the Master Association, and whether, with respect to any criminal action or proceeding, he/she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Master Association to indemnify under applicable law.

ARTICLE XII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Master Association and one (1) or more of its Directors or officers, or between the Master Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors or officers are directors or officers or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his/her or their votes are counted for such purpose. No Director or officer of the Master Association shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transition.

ARTICLE XIII

DISSOLUTION OF THE MASTER ASSOCIATION

A. Upon dissolution of the Master Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Any portion of the Master Association Property which constitutes a stormwater management system shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Master Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporate, association, trust, or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Master Association. No such disposition of Master Association properties shall be effective to divest or diminish any right or title of any Member vested in such Member under any recorded instrument unless made in accordance with the provisions of such instrument.

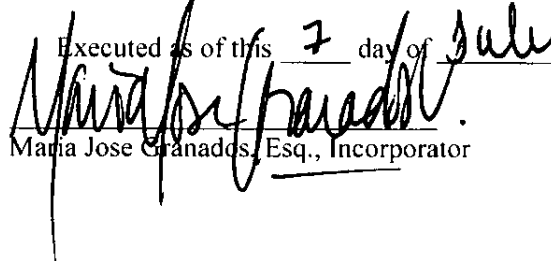
2. The remaining real property contributed to the Master Association without the receipt of other than nominal consideration by Declarant (or its predecessor in interest), shall be returned by Declarant unless it refuses to accept the conveyance (in whole or in part).

3. Remaining assets shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

B. The Master Association may be dissolved upon a resolution to the effect being recommended by three fourths (3/4) of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.05 of the Florida Statutes or statute of similar import, and approved by two thirds (2/3) of the voting interests (votes) of the Master Association's Members.

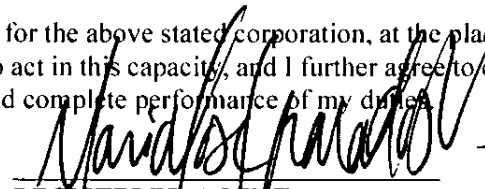
ARTICLE XIV
REGISTERED AGENT

The name of the registered agent and place for service of process shall be Simply Legal LLP whose address is 1395 Brickell Avenue, Suite 900, Miami, Florida 33131.

Executed as of this 7 day of July, 2017.

Maria Jose Granados, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


REGISTERED AGENT
Maria Jose Granados ESQ.
On behalf of Simply Legal LLP
1395 Brickell Ave. Ste. 900
Miami FL 33131

FILED
17 JUL 10 AM 11:17
CLERK OF STATE
TALLAHASSEE FLORIDA