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FLORIDA PROFIT/NON PROFIT CORPORATION
Nuvo Business Center at the Gardens Property Owners Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

**NUVO BUSINESS CENTER AT THE GARDENS PROPERTY OWNERS
ASSOCIATION, INC.,
a not for profit corporation**

The undersigned subscribers, all of whom are above the age of 18 years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby agree and certify as follows:

ARTICLE I - NAME

The name of this Association shall be **NUVO BUSINESS CENTER AT THE GARDENS PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not for profit corporation (the "Association")

ARTICLE II - PURPOSE

The 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 and preservation of the Parcels, Tracts and Common Area of **NUVO BUSINESS CENTER AT THE GARDENS** (the "Center"), to be established by **NUVO RIVERSIDE, LLC**, a Florida limited liability company (hereinafter called "Developer" or "Declarant") upon the following described property, situated, lying and being in Palm Beach County, Florida:

See Exhibit "A" attached hereto and made a part hereof,

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said Parcels, Common Areas and Tracts in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the **DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS OF NUVO BUSINESS CENTER AT THE GARDENS** (the "Declaration"), which will be recorded in the Public Records of Palm Beach County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III - POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said Association or exercised by it under such laws or any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

1. To make and establish reasonable rules and regulations governing the use of each Parcel, Tract and Common Area as defined in the Declaration.

2. To levy and collect assessments against members of the Association to defray the common expenses of the maintenance and operation of the Common Area as may be provided in the Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Area and in accomplishing the purposes set forth in the Declaration.

3. To maintain, repair, replace, operate and manage the Common Area of the Center and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. To enforce the provisions of the Declaration and these Articles, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Area as the same may be hereafter established.

5. To now or hereafter acquire and enter into agreements of every nature for the benefit and use of the owners of the property within this Center, all as may be deemed by the Board of Directors to be in the best interests of the Association.

6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

7. 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 in connection with the affairs of the Association.

8. To borrow money, and with the assent of the representatives of seventy five percent (75%) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

9. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes.

10. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area.

11. To sue and be sued in a court of law.

12. To operate, maintain and manage the surface water or stormwater management system in a manner consistent with the Declaration which relate to the surface water or stormwater management system.

13. To levy and collect adequate assessments against the Owners for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. The Declarant and the owners of any Parcel in the Center shall be members of the Association, and no other persons or entities shall be entitled to membership. Membership is appurtenant to, and inseparable from, ownership of a Parcel.

B. Membership shall be established by the acquisition of fee title to a Parcel in the Center or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his or her being divested of all title to or his or her entire fee ownership interest in any Parcel, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Parcels, so long as such party shall retain title to or a fee ownership interest in any Parcel.

C. The interest 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 a Parcel. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration and in the Bylaws.

D. The Association shall have two classes of voting membership:

1. CLASS A. Class A members shall be all Parcel owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each full one thousand (1,000) square feet of land in Owners' Parcel. When more than one person holds an

interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

2. CLASS B. Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to one hundred (100) votes for each full one thousand (1,000) square feet of land in Declarant's Parcel. The Class B membership shall cease and be converted to Class A membership ("Turnover Date") on the happening of any of the following events, whichever occurs earlier:

- (a) upon voluntary conversion to Class A membership by Declarant; or
- (b) when the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or
- (c) December 31, 2022; or
- (d) when Declarant no longer owns a Parcel.

ARTICLE V - TERM

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

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the Association shall be located initially at 200 East New England Avenue, Suite 110, Winter Park, Florida 32789, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 200 East New England Avenue, Suite 110, Winter Park, Florida 32789, and the initial registered agent of the Association shall be Gary V. Cardamone. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles.

ARTICLE VIII - DIRECTORS

The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Association shall be one (1).

The number of members of succeeding boards of directors shall be three (3) except as changed from time to time by the Bylaws of the Association. The members of the Board of Directors shall be elected as provided by the Bylaws of the Association, which provide for election of directors at the annual meeting to be held on the second Tuesday of January of each year. The first annual meeting shall be held on or before January 31, 2018. The Board of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name:

Address:

Gary V. Cardamone

200 East New England Avenue, Suite 110,
Winter Park, Florida 32789

ARTICLE IX - OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director.

The affairs of the Association shall be administered by the officers designated in the Bylaws of this Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Area and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a Director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

Name:

Address:

President,

Gary V. Cardamone

200 East New England, Ave.

Suite 110, Winter Park,
Florida 32789

and Secretary

Gary V. Cardamone

200 East New England Ave.
Suite 110, Winter Park,
Florida 32789

ARTICLE X - SUBSCRIBERS

The subscribers to these Articles of Incorporation are:

Name:

Address:

Gary V. Cardamone

200 East New England Avenue, Suite 110
Winter Park, Florida 32789

ARTICLE XI - BYLAWS

The original Bylaws of the Association shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board in such manner as said Bylaws may provide.

ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided, however, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - DISSOLUTION

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association, including the surface water management system, shall be conveyed to, or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. In

any event, the Association may only be dissolved with the assent given in writing and signed by not less than the representatives of seventy five percent (75%) of each class of Members.

ARTICLE XIV - COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.


ARTICLE XV - AMENDMENTS

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XVI - DEFINITIONS

Capitalized terms contained herein shall have the definitions and meanings set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 7th day of November, 2017.

By: 
Name: Gary V. Cardamone
Address: 200 East New England Avenue, Suite 110
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of November, 2017, by Gary V. Cardamone, who is personally known to me, or who produced _____ as identification.

(NOTARY SEAL)



J. MICHAEL PERTREE
NOTARY PUBLIC
STATE OF FLORIDA
Commission #FF109187
Expires 5/26/2018


Notary Public Signature

Print Name: J. MICHAEL PERTREE

My commission expires: 5/26/2018

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

**NUVO BUSINESS CENTER AT THE GARDENS PROPERTY OWNER'S
ASSOCIATION, INC.**, a not for profit corporation, desiring to organize as a corporation
under the laws of the State of Florida with its registered office and principal place of
business at 200 East New England Avenue, Suite 110, Winter Park, Florida 32789, has
named and designated Gary V. Cardamone as its Registered Agent to accept service of
process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Association,
at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties as Registered Agent.

Dated this 7th day of November, 2017.



Gary V. Cardamone, Registered Agent

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STATE
SECRETARY
TALLAHASSEE, FLORIDA

EXHIBIT "A"

Legal Description

A parcel of land in Section 7, Township 42 South, Range 43 East, Palm Beach County, Florida, all shown hercon as Nuvo Business Center at the Gardens and being more particularly described as follows:

Commencing at a point on the East-West quarter section line of said Section 7 at a distance of 650.13 feet Easterly from measured along said East-West quarter section line, the quarter section corner in the West line of said Section 7 (said East-West quarter section line is assumed to bear North 89 degrees 57 minutes 00 seconds East); thence South 10 degrees 33 minutes 45 seconds East, a distance of 230.43 feet to the beginning of a curve concave to the Northeast having a radius of 482.28 feet and a central angle of 09 degrees 45 minutes 55 seconds; thence Southeasterly along the arc of said curve, a distance of 82.20 feet to the Point of Beginning; thence North 69 degrees 40 minutes 20 seconds East, along a radial line, a distance of 160.77 feet; thence North 00 degrees 03 minutes 00 seconds West, a distance of 12.00 feet; thence North 89 degrees 57 minutes 00 seconds East, a distance of 401.13 feet; thence South 00 degrees 03 minutes 00 seconds East, a distance of 178.26 feet to a point on the arc of a curve concave to the Southeast, at which the radius point bears South 14 degrees 42 minutes 06 seconds East, having a radius of 100.00 feet and a central angle of 41 degrees 24 minutes 05 seconds; thence Southwesterly along the arc of said curve, a distance of 72.26 feet to the point of tangency; thence South 33 degrees 53 minutes 49 seconds West, a distance of 216.37 feet to the beginning of a curve concave to the North, with a radius of 25.00 feet and a central angle of 90 degrees 00 minutes 00 seconds (the last two described courses being coincident with the Northwesterly right of way line of Buckeye Street); thence Southwesterly and Northwesterly along the arc of said curve, a distance of 39.27 feet to the point of tangency; thence North 56 degrees 06 minutes 11 seconds West, a distance of 187.66 feet to the point of curvature of a curve concave to the Northeast, having a radius of 482.28 feet and a central angle of 35 degrees 46 minutes 31 seconds, thence Northwesterly along the arc of said curve, a distance of 301.13 feet to the Point of Beginning (the last three described courses being coincident with the Northeasterly right of way line of Riverside Drive).

Said lands situate in the City of Palm Beach Gardens, Palm Beach County, Florida and contains 3.441 acres.