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FLORIDA PROFIT/NON PROFIT CORPORATION
BEALL'S DEPARTMENT STORE #27 ASSOCIATION, INC.

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ARTICLES OF INCORPORATION FOR
BEALL'S DEPARTMENT STORE #27 ASSOCIATION, INC.
(a Florida not for profit corporation)

The undersigned, president and incorporator of BEALL'S DEPARTMENT STORE #27 ASSOCIATION, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

BEALL'S DEPARTMENT STORE #27 ASSOCIATION, INC

(referred to herein as the "Corporation"). Principal office address: 1806 39th Avenue East, Bradenton, Florida 34208.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date on which these Articles are filed with the Florida Secretary of State.

ARTICLE III. DURATION

The Corporation will have a perpetual existence unless dissolved by operation of law or the act of all of its members.

ARTICLE IV. PURPOSE

The general purpose for which the Corporation is organized is to provide an owners' association entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Orange County, Florida, known as "BEALL'S DEPARTMENT STORE #27 CONDOMINIUM" (hereinafter the "Condominium"), being developed by BEALL'S DEPARTMENT STORES, INC., a Florida corporation (the "Declarant").

ARTICLE V. POWERS

The powers of the Corporation shall include and shall be governed by the following:

(a) General Powers. The Corporation shall have all of the powers of a Florida corporation not for profit in addition to the powers set forth in the Act, the Corporation's Bylaws and the Declaration of Condominium for BEALL'S DEPARTMENT STORE #27 CONDOMINIUM (the "Declaration").

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(b) Lease Powers. The Corporation may enter into lease agreements pertaining to real or personal property.

(c) Distribution of Income. The Corporation shall make no distribution of income to its members, directors or officers.

(d) Limitations. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of its Bylaws and the Declaration.

ARTICLE VI. MEMBERS

1. Membership. The members of the Corporation shall consist of the owners of the Unit (hereinafter "Unit") in the Condominium and, if and when the Condominium is terminated, shall consist of those who are members of the Corporation at the time the Condominium is terminated. The rights and obligations of the members shall extend to their successors and assigns.

2. Assignment. The interest of a member in the funds and assets of the Corporation may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Condominium Unit for which that interest is held.

3. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, except as set forth in the Declaration, which vote shall be exercised or cast in the manner described in the Declaration and Bylaws.

4. Meetings. The Bylaws of the Corporation shall provide for an annual meeting of its members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VII. ASSESSMENTS

The Corporation will obtain funds with which to operate by dues and by assessment of its members in accordance with the provisions of the Declaration, as the same may be supplemented or modified by the provisions of the Articles and Bylaws of the Corporation relating thereto.

ARTICLE VIII. Board of Directors

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(a) Directors. The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) directors. So long as Declarant shall have the right to appoint a majority of the Board of Directors, the directors need not be members of the Corporation and need not be residents of the State of Florida. Until control of the Corporation is surrendered to the Corporation's members by Declarant, Declarant shall have the right to appoint all members of the Board. Thereafter, Directors shall be elected as provided in the Bylaws.

(b) First Board. The names and addresses of the members of the first Board of Directors who shall hold office until Declarant turns over control of the Corporation to the members, and until their successors are elected or appointed, are as follows:

NAME	ADDRESS
Stephen G. Perry	802 11th Street West Bradenton, Florida 34205
Brian Crowley	1806 38th Avenue East Bradenton, Florida 34208
Betsy Zeino	1806 38th Avenue East Bradenton, Florida 34208

ARTICLE IX. OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for the filling of vacancies and for the respective duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	OFFICES
Stephen G. Perry	President
Betsy Zeino	Vice President and Secretary
Brian Crowley	Treasurer

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ARTICLE X. BYLAWS

The first Board of Directors of the Corporation has adopted Bylaws consistent with these Articles. The Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

ARTICLE XI. AMENDMENT

These Articles may be altered, amended or repealed by resolution of the Board of Directors; provided, however, that no amendment affecting the rights of Declarant or its successors or assigns shall be effective without the prior written consent of Declarant or its successor or assigns.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be located at 802 11th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of this Corporation at that address is Blalock Walters, P.A. The Corporation 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 XIII. BUDGET AND EXPENDITURES

The Board of Directors may adopt, annually, a budget for the operation of the Condominium for the ensuing year and for the purpose of levying assessments against all assessable property in the Condominium, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget in respect of expenditures.

ARTICLE XIV. INCORPORATOR

The name and street address of the incorporator is:

NAME	ADDRESS
Stephen G. Perry	802 11th Street West Bradenton, Florida 34205

The incorporator of the Corporation assigns to this Corporation his rights to constitute a corporation, and he assigns to

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those persons designated by the Board of Directors any rights he may have as incorporator, this assignment becoming effective on the date corporate existence begins.

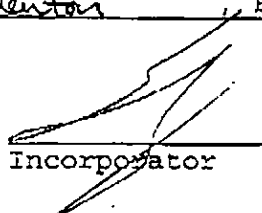
ARTICLE XV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, 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 duties; provided that, in the event of any claim for reimbursement or 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 Corporation. 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.

IN WITNESS WHEREOF, the incorporator and the President of the Corporation have set their hands and seals this 26th day of April, 2018, at Bradenton, Florida.



as President



Incorporator

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

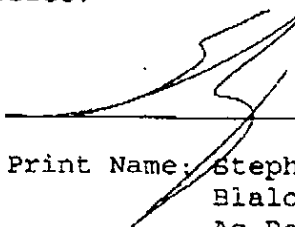
That BEALL'S DEPARTMENT STORE #27 ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation has named Blalock Walters, P.A., located at that

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address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.



Print Name: Stephen G. Perry
Blalock Walters, P.A.
As Registered Agent