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**VIA FEDEX**

August 6, 2018

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Cir.  
Tallahassee, FL 32301

**RE: Articles of Incorporation of Sixty Ninth Court Industrial Park Property Owners Association, Inc.**

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above-referenced not for profit corporation. Please file these Articles and return one certified copy to this office in the enclosed envelope.

Additionally, enclosed is this firm's check made payable to the Florida Secretary of State in the amount of \$78.75 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read 'Denis A. Cohrs', written over a horizontal line.

Denis A. Cohrs

DAC/bav  
Enclosure

## ARTICLES OF INCORPORATION

OF

### **SIXTY NINTH COURT INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned subscriber, **Wamomaan, Inc.** (the "Developer") for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

#### **ARTICLE I NAME**

The name of the corporation is **SIXTY NINTH COURT INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

#### **ARTICLE II PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the owners within that certain real property, hereinafter called the "Development," legally described in Exhibit A to that certain Declaration of Covenants, Conditions and Restrictions for Sixty Ninth Court Industrial Park, now or hereafter recorded among the Public Records of Pinellas County, Florida, and any amendments or modifications thereof, hereinafter called the "Declaration," relating to the real and personal properties (hereinafter collectively the "Property") and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lot and Common Area within the Property, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration.

#### **ARTICLE III DEFINITIONS**

Capitalized terms hereinafter set forth shall have the meaning ascribed to them in these Articles or in the Declaration of Restrictions, Covenants, Easements and Conditions for the Development, unless the context otherwise requires.

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## **ARTICLE IV**

### **POWERS**

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

4.01 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles or the laws governing Florida homeowner associations generally.

4.02 Enumeration. The Association shall have all the powers and duties reasonably necessary to operate the Development pursuant to the Declaration, as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments and other charges against members as Lot Owners, to enforce such assessments in the manner provided for by law and the Declaration and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Development.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Development and other property acquired or leased by the Association for use by Lot Owners.

(d) To maintain, repair, replace, reconstruct, add to, and operate the surface water or storm water management system(s) installed, constructed or erected pursuant to the applicable permits issued by the Southwest Florida Water Management District, Pinellas County and the City of Pinellas Park, and for enforcement of those portions of the Declaration applicable to said system(s).

(e) To purchase insurance for the improvements built, constructed or maintained within the common areas and insurance for the protection of the Association, its officers, directors, and members as Lot Owners, and such other parties as the Association may determine in the best interest of the Association.

(f) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the common area and for the health, comfort, safety and welfare of the Lot Owners.

(g) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Lots as may be provided by the Declaration.

(h) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws to be adopted pursuant hereto, and the rules and regulations for the use of the common area, and to sue or be sued.

(i) To contract for the management of the Association, and to delegate to the party with whom such contract has been entered into of all the powers and duties of the Association, except (i) those which require specific approval of the Board of Directors or the membership of the Association; (ii) those which are incapable of being delegated as same may be contrary to the Declaration or the Bylaws; (iii) those which are contrary to the Statutes of the State of Florida; and (iv) wherein a delegation of power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

(j) To employ personnel to perform the services required for proper operation of the common areas.

(k) To enter into agreements with other parties for easements or sharing arrangements as the Board of Directors may deem in the best interests of the Association.

(l) If, by the provisions of Chapter 617, Florida Statutes, a power or authority may only be exercised by the Association if such power or authority is expressly set forth in the Articles of Incorporation, and such power or authority is not specifically set forth elsewhere herein, then this provision shall be construed to be that enabling provision, and the Association shall have such power or authority as if the same shall have been fully set forth herein.

4.03 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

4.04 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, including all exhibits thereto, and the Bylaws.

4.05 Required Compliance. All additions, alternations or improvements of the Common Areas, whether by property owners, the Association or the Developer shall be in compliance with the Code of Ordinances of the City of Pinellas Park. No such additions, alternations or improvements shall violate the FEMA National Flood Insurance Program integrity within the City.

## **ARTICLE V**

### **MEMBERS**

5.01 Membership. The members of the Association shall consist of all of the record owners of legal title to the individual Lots in the Development; and after termination of the Development, if same shall occur, the members of the Association shall consist of those who are members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of legal record fee title to a Lot located within the Development and the purchase of the improvements situated thereon, if any, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Pinellas County, Florida, of the deed or other instrument establishing the acquisition and designating the Lot

or Lots affected thereby. The new owner designated in such deed or other instrument shall thereupon become a member of the Association and the membership of a prior owner as to the Lot or Lots designated shall be terminated. The Developer shall be a member so long as the Developer holds legal or equitable title to any Lot within the Development.

5.02 Assignment. The share of a member in the funds and assets of the Association, in the common elements and the common surplus, and membership in this Association, cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to the Lot for which that share is held.

5.03 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declarations and Bylaws. Any person or entity owning more than one (1) Lot shall be entitled to one (1) vote for each Lot owned.

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

5.05 Class of Members. There shall only be one class of members in the Association. The Developer shall be entitled to elect a majority of the Board of Directors of the Association so long as the Developer holds for sale, in the ordinary course of business, at least five percent (5%) of the parcels in the Development.

## **ARTICLE VI** **TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE VII** **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are as follows:

NAME	ADDRESS
Wamomaan, Inc. Rudolf G. Swoboda, President	50 Coe Road, Unit #328 Belleair, FL 33756

## **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 of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

OFFICE	NAME	ADDRESS
President	Rudolf G. Swoboda	50 Coe Road, Unit #328 Belleair, FL 33756
Secretary	Colin E. Brett	11733 - 66 <sup>th</sup> Street North Unit 106 Largo, FL 33773
Treasurer	Lisa Salinard	11733 - 66 <sup>th</sup> Street North Unit 106 Largo, FL 33773

## **ARTICLE IX DIRECTORS**

9.01 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the bylaws, but which shall consist of not less than three (3) directors. Except for directors appointed by the Developer, all directors must be members of the Association.

9.02 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners when that approval is specifically required.

9.03 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.04 Term of Developer's Directors. The Developer of the Development shall appoint the members of the first Board of Directors who shall hold office for the periods

described in the Bylaws. The Developer has the right to retain control of the Association after a majority of the Lots have been sold as described in the Bylaws.

9.05 First 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, are as follows:

NAME	ADDRESS
Rudolf G. Swoboda	50 Coe Road, Unit #328 Belleair, FL 33756
Colin E. Brett	11733 - 66 <sup>th</sup> Street North Unit 106 Largo, FL 33773
Lisa Salinard	11733 - 66 <sup>th</sup> Street North Unit 106 Largo, FL 33773

## **ARTICLE X** **INDEMNIFICATION**

10.01 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, he had not reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.



10.02 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.01 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.03 Approval. Any indemnification under Section 10.01 above (unless ordered by the court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.01 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

10.04 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this article.

10.05 Miscellaneous. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

10.06 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this article.

## **ARTICLE XI**

### **BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE XII** **AMENDMENTS**

Amendments to these articles shall be proposed and adopted in the following manner:

12.01 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

12.02 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. The approval of a proposed amendment must be by the affirmative vote of not less than two-thirds (2/3) of the voting interests of the Association.

12.03 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.03, 4.04 and 4.05 of Article IV hereof, without approval in writing by all the voting interests of the Association and the joinder of all record owners of mortgages upon lots in the Development. No amendment shall be made that is in conflict with these Articles or the Declaration, nor shall any amendment make any changes which would in any way effect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate or beneficiary of the Developer, unless the Developer shall join in the execution of the amendment.

12.04 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Pinellas County, Florida.

## **ARTICLE XIII** **DISSOLUTION**

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, consisting of the surface water management system, including drainage easements, if any, shall, upon request by the appropriate public agency or utility, be dedicated to such 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 Association. At the time of the filing of these Articles, no such drainage easements exist. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, 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 Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any home owner vested in him under the recorded Declaration and deed applicable hereto, unless made in accordance with the provisions of such Declaration and deeds.

**ARTICLE XIV**  
**ADDRESS**

The principal place of business of the corporation shall be located at:

**50 Coe Road, Unit #328  
Belleair, FL 33756,**

but 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 XV**  
**INITIAL REGISTERED OFFICE ADDRESS**  
**AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be located at:

**50 Coe Road, Unit #328  
Belleair, FL 33756,**

and the initial registered agent of the corporation at that address is:

**Rudolf G. Swaboda**

IN WITNESS WHEREOF, the subscriber has affixed its signature this 31<sup>st</sup> day of July, 2018.

**Incorporator**

**Wamomaan, Inc.,  
a Florida corporation,**

By:   
**Rudolf G. Swaboda, President**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THAT CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF SUCH OFFICER.

  
**Rudolf G. Swaboda**