

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Gateway Commerce Park Owners' Association, Inc.

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ARTICLES OF INCORPORATION
OF

GATEWAY COMMERCE PARK OWNERS' ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation shall be Gateway Commerce Park Owners' Association, Inc. (the "Association").

ARTICLE II - DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DEFINITIONS

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for Gateway Commerce Park, recorded or to be recorded in the Public Records of Miami-Dade County, Florida, as it may be amended or supplemented from time to time (the "Declaration"), which pertains to the Property, as defined in the Declaration.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF ASSOCIATION

The address of the principal office and mailing address of the Association shall be 2966 Commerce Park Drive, Suite 450, Orlando, Florida 32819.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 2966 Commerce Park Drive, Suite 450, Orlando, Florida 32819. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is John F. Coleman. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE VI - PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized to provide for the acquisition, construction, management, maintenance, and care of, including the preservation and architectural control of, the Property, and to promote the health, safety and general welfare of the Members of the Association. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the Declaration; provided, however, that the Association is specifically prohibited from engaging in any political activity or any other activity whereby its status as a not-for-profit corporation or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the maintenance, administration and improvement of the Property. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To own, hold, control, administer, manage, operate, regulate, care for, maintain, repair, replace, restore, preserve and protect the Common Area.

(b) To apply all funds received by it from all sources reasonably for the benefit of the Property, as set forth in the Declaration.

(c) To establish, make, levy, impose, enforce and collect, in accordance with the Declaration, all Assessments provided for in the Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to conduct the business and affairs of the Association, including, without limitation, such funds as may be necessary to own, manage, administer, operate, care for, maintain, improve, repair, replace, restore, preserve and protect the Common Area including the Surface Water and Storm Water Management System.

(d) To provide and perform such other services and tasks, the responsibility for which has been expressly or impliedly delegated to the Association pursuant to the Declaration.

(e) To provide adequate insurance protection on and for the Common Area and, consistent with their respective duties, responsibilities and liabilities, provide adequate insurance protection on and for the Association itself, and on and for its Members, officers and directors.

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(f) To advance, promote, enhance and protect the health, safety and general welfare of the Members of the Association; provided, however, that the Association shall be and hereby is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from federal or state income taxation, if any, shall be forfeited or jeopardized.

(g) To assure compliance with and adherence to and otherwise enforce the provisions of the Declaration.

(h) To make, establish, promulgate and publish, and to enforce, such Rules and Regulations for the protection and governing the use of the Common Area as the Board of Directors of the Association deems to be in the best interest of the Association and its Members.

(i) To engage in any and all other activities permitted to be engaged in by a corporation not-for-profit under the laws of the State of Florida as may be necessary or appropriate for the achievement of the objects and purposes for which the Association has been created, formed and established.

(j) To borrow money, and as provided in the Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(k) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility.

(l) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private.

(m) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

(n) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(o) To operate, maintain and manage the Surface Water and Storm Water Management System, as defined in the Declaration, in a manner consistent with all permits issued by the South Florida Water Management District and applicable rules of the South Florida Water Management District.

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The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

The Association shall not pay dividends and no part of any income or net earnings of the Association shall be distributed to its Members, directors, officers or other private individual.

ARTICLE VII - MEMBERSHIP

7.1 Membership.

(a) Except as set forth herein, every Owner of a Tract shall, by virtue of such ownership, be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Notwithstanding the foregoing, any Member may assign the membership rights of such Member in the Association, in whole or in part, as such rights relate to a particular Tract, to any lessee of the Tract owned by such Member under a ground lease with an original term of at least forty (40) years, provided that such membership rights shall revert to the Owner of such particular Tract upon the termination of such ground lease.

(b) For the purpose of this Article VII, the Declarant shall be considered the record owner of a fee interest in and therefore a Member in regards to all unsold Tracts either developed or contemplated in the Property.

(c) The Declarant shall also have the voting rights to all Tracts owned by persons not entitled to membership.

7.2 Voting Rights.

(a) The voting rights of Members in the Association shall be as set forth in the Declaration and Bylaws, as the same may be amended from time to time.

(b) Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners of a Tract are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners of a Tract cast a vote on behalf of a particular Tract, it shall thereafter be conclusively presumed for all purposes that such Owner was or such Owners were acting with the authority and consent of all other Owners of such Tract. In the event more than the appropriate number of votes are cast for a particular Tract, none of said votes shall be counted and said votes shall be deemed void.

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ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of five (5) members. Thereafter the number of directors on the Board of Directors may be increased or decreased, upon approval of a majority of the Members, provided that there shall always be an odd number of directorships created, and there shall never be less than three (3) directors. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles of Incorporation and the Bylaws are:

<u>Name</u>	<u>Address</u>
John F. Coleman	2966 Commerce Park Drive, Suite 450 Orlando, Florida 32819
Chris Segrest	2966 Commerce Park Drive, Suite 450 Orlando, Florida 32819
Shirley Norrington	2966 Commerce Park Drive, Suite 450 Orlando, Florida 32819
Marshall Loeb	400 W Parkway Place, Suite 100 Ridgeland, Mississippi 39157
Brent Wood	400 W Parkway Place, Suite 100 Ridgeland, Mississippi 39157

At each annual meeting of the Members, the Members shall elect the directors as provided in the Bylaws. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX - INDEMNIFICATION

The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or

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other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be Members of the Association), and the Association shall indemnify and forever hold each such officer and director in their capacity as officer or director, free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE X - BYLAWS

The 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 XI - AMENDMENTS

These Articles of Incorporation may be amended only by the affirmative vote of Members representing a majority of the total votes of the Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of the State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Miami-Dade County, Florida. Notwithstanding anything to the contrary set forth herein, the Declarant may unilaterally amend these Articles of Incorporation at any time to include any provisions which may be required by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Veterans Administration, and the Department of Housing and Urban Development.

No amendment may remove, revoke, or modify any right or privilege of Declarant without the written consent of Declarant or the assignee of such right or privilege. No amendment may impair the validity or priority of the lien of any mortgage held by an Institutional Lender or impair the rights granted to mortgagees herein without the prior written consent of such mortgagees.

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator of the Association are as follows:

Name

Address

EastGroup Properties, L.P.

400 W Parkway Place, Suite 100
Ridgeland, Mississippi 39157

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ARTICLE XIII - MEMBERSHIP CERTIFICATES

Membership in the Association may be evidenced by a Certificate of Membership which shall contain a statement that the Association is a not for profit corporation.

ARTICLE XIV - DISSOLUTION


In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617 of the Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion.

Notwithstanding anything contained in the preceding paragraph to the contrary, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water and Storm Water Management System, as defined in the Declaration, must be transferred to and accepted by an entity which meets the requirements of section 40C-42.027, Florida Administrative Code, and which is approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 7th day of March, 2019.

EASTGROUP PROPERTIES, L.P., a Delaware
limited partnership

By: EASTGROUP PROPERTIES GENERAL
PARTNERS, INC., a Delaware corporation,
General Partner

By: 
Print Name: John F. Coleman
Title: Vice President

By: 
Print Name: Shirley Norrington
Title: Director of Construction Accounting

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JAILLAINSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



John F. Coleman

Date: March 7, 2019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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