

N/1900000 5951

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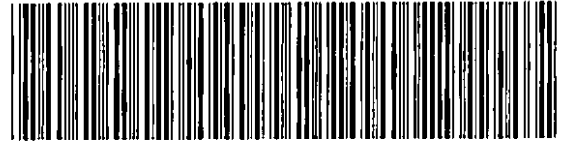
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Amended & Restated  
Articles

FILED  
2023 DEC 27 AM 10:30

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2023 DEC 22 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. RAMSEY

DEC 28 2023

\*02250, 00524, 00671

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ALAFIA COMPLEX ASSOCIATION INC.

Please Debit FCA000000003 For: 35

Thank you Seth Neeley

- ☐ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☐ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 27, 2023

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: ALAFIA COMPLEX ASSOCIATION INC.  
Ref. Number: N19000005951

We have received your document for ALAFIA COMPLEX ASSOCIATION INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please include the date of adoption by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
OPS

Letter Number: 923A00029301

RECEIVED  
2023 DEC 27 PM 4:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF  
ALAFIA COMPLEX ASSOCIATION, INC.**

FILED  
2023 DEC 27 AM 10:30  
CLERK OF COURT

The undersigned Director, in accordance with the provisions of Chapter 617, Florida Statutes, and pursuant to a Resolution adopted by the Board of Directors and accepted by one hundred percent (100%) of the Members on December 20, 2023, hereby amends and restates the Articles of Incorporation of the Corporation filed May 30, 2019, with the Florida Secretary of State and does hereby adopt these Amended and Restated Articles of Incorporation as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is Alafia Complex Association, Inc., a corporation not-for profit (the "Association"). Its original Articles of Incorporation were filed with the Secretary of State of Florida on May 30, 2019.

**ARTICLE II  
PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain profit, direct or indirect to its Members, and its primary purposes are:

- A. To administer and enforce, within the commercial development located in Hillsborough County, Florida, the Declaration of Covenants, Conditions, Easements and Restrictions for The Shoppes At Alafia commercial property, which will be recorded in the Public Records of Hillsborough County, Florida (the "Declaration"); and
- B. To operate, maintain, repair and replace the Stormwater Management System serving The Shoppes At Alafia commercial property and the multifamily residential development property described in the Declaration owned by Riverview Litchfield Meridien, LLC ("RLM"), as further described in the Stormwater Management System Operation And Maintenance Agreement among RLM, the Association and Alafia Crossing Acquisition, LLC, recorded in Instrument #2021048028, Public Records of Hillsborough County, Florida, and to contract with others to provide such services; and
- C. To operate, maintain, repair and replace the Common Infrastructure Improvements as described in the Declaration, located on the Property, whether owned by the Association or other parties subject to the Declaration, and to contract with others to provide such services; and
- D. To establish, levy, collect, and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration, these Articles, or the Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and
- E. To pay all expenses in connection with, and incident to, the conduct of the business and affairs of the Association; and

- F. To own and convey property and property interests, including easements; and
- G. To borrow money; and
- H. To sue or be sued; and
- I. To establish rules and regulations as permitted in the Declaration; and
- J. To contract for services, purchase supplies and materials and to otherwise exercise the powers granted to the Association under the Declaration and conferred by law including Chapter 617, Florida Statutes, or which may be necessary or incidental to any of the above powers.

### **ARTICLE III DURATION**

The term for which the Association is to exist is perpetual unless the Association is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the Association shall comply with the Declaration. Specifically, if the Association is dissolved, the control and access to the property containing the Stormwater Management System (as described in the Declaration) shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted, then the rights to maintain the Stormwater Management System shall be conveyed to a non-profit corporation similar to the Association, having all of the powers of this Association.

### **ARTICLE IV MEMBERS**

The Members of the Association shall be all owners of parcels within the Property (as defined in the Declaration). No Member shall have the right to withdraw as a Member for so long as it owns property subject to the Declaration.

### **ARTICLE V PRINCIPAL OFFICE OF CORPORATION**

The address of the principal office of the Corporation is:

6300 Sagewood Dr., Ste H-117  
Park City, UT 84098

### **ARTICLE VI BOARD OF DIRECTORS**

The corporation shall be governed by a Board of Directors (the "Board") consisting initially of two (2) persons. Directors shall be selected and removed as provided in the Bylaws of the Association (the "Bylaws"). A vacancy on the Board shall be filled by the majority vote of the remaining Directors. The initial Directors shall be:

Ronald E. Scaglione

6300 Sagewood Dr., Ste H-117  
Park City, UT 84098

Carmen Yvonne Scaglione

6300 Sagewood Drive, Suite H-117  
Park City, UT 84098

## **ARTICLE VII OFFICERS**

The affairs of the Association are to be managed by a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other Officers as the Bylaws may provide for from time to time. Officers shall be elected annually by the Board at the first meeting of the Board following the annual meeting of the corporation and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualify. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board.

## **ARTICLE VIII MEMBERSHIP**

The Association shall have one class of membership, which shall be the Owners as defined in the Declaration, each of which shall be entitled to certain voting rights and numbers of votes, all as more fully set forth in the Declaration. When more than one (1) person holds an ownership interest in a Parcel, all such persons shall be Members and a vote for such Parcel shall be exercised as those owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Parcel's vote shall be suspended in the event more than one (1) person seeks to exercise it.

## **ARTICLE IX STOCK; DISTRIBUTIONS; COMPENSATION**

The Association shall never have or issue any shares of stock, nor shall the Association distribute any part of the income of the Association, if any, to its Members, Directors or Officers. However, the Association shall not be prohibited from reasonably compensating its Members, or Directors or Officers for services rendered in capacities other as Member, Director or Officer, nor shall the Association be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

## **ARTICLE X ADDITIONAL POWERS**

The Association shall have all the powers set forth and described in Chapter 617, Florida Statutes (as presently existing or as may be amended from time to time), these Articles of Incorporation, and the Bylaws. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of the Declaration, these Articles, or the Bylaws.

## **ARTICLE XI INDEMNIFICATION**

The Association shall indemnify all persons who may serve or who have served at any time as Directors or Officers and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party of which may be asserted against any of them, by reason of having been a Director or Officer of the Association, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

## **ARTICLE XII TRANSACTIONS WITH INTERESTED PARTIES**

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with like force and effect, as if he or she were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

## **ARTICLE XIII AMENDMENT**

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a vote of sixty percent (60%) of the voting interests of the Members present in person or by proxy at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a majority of the Board at any duly convened meetings of the Board and accepted by sixty percent (60%) of the voting interests of the Members present in person or by proxy at any duly convened membership meeting. Any Member of the Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Further, no amendment shall be made that is in conflict with the Declaration.

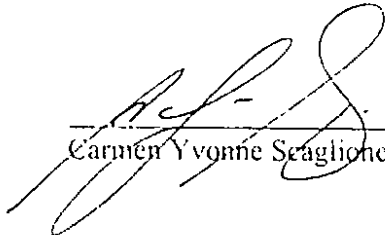
## **ARTICLE XIV BYLAWS**

The first Bylaws of the Association shall be adopted by the initial Board and may be amended as provided in the Bylaws and the Declaration.

**ARTICLE XV  
EFFECTIVE DATE**

These Amended and Restated Articles shall be effective upon filing with the Florida Secretary of State.

December 21, 2023

  
\_\_\_\_\_  
Carmen Yvonne Seaglione, Director

**DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

The registered agent of the Association shall be Preston O. Cockey Jr. The registered office of this corporation shall be 110 E Madison Street, Suite 204, Tampa, Florida 33602.

**ACCEPTANCE**

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes.

  
\_\_\_\_\_  
Preston O. Cockey Jr., Registered Agent

Date: December 21, 2023