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FLORIDA PROFIT/NON PROFIT CORPORATION
Baron Shoppes Property Owners Association, Inc.

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Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

FOR

BARON SHOPPES PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED, acting as President of the Corporation, under the Florida Not-For Profit Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1 - NAME

The name of the Corporation shall be Baron Shoppes 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 By-Laws of the Association as the "By-Laws."

ARTICLE 2 - PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of that certain Association to be located in Martin County, Florida, and to be known as the Baron Shoppes (the "Association").

ARTICLE 3 - DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Covenants, Conditions and Restrictions for Baron Shoppes (the "Declaration") to be recorded in the Public Records of Martin County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4 - POWERS

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

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the By-Laws.

Prepared by: Michael J Posner, Esq.
4420 Beacon Circle
West Palm Beach, Florida 33407
Bar No: 525685 • Phone: 561/842-3000

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4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Florida Not-For Profit Business Corporation Act, and all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration and as more particularly described in the By-Laws, as they 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, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

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

(d) To purchase insurance upon the Association property and insurance for the protection of the Association, its officers, directors and Lot Owners.

(e) To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Association property and the general conduct of the Lot Owners.

(f) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the Rules and Regulations, as hereinafter amended, of or the use of the Association property.

(h) To contract for the management and maintenance of the Association property and to authorize a duly licensed management agent (which may be an affiliate of Declarant) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the shared facilities with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Florida Not-For Profit Business Corporation Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation of the Association.

4.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, the By-Laws.

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4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its Members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by law.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, and the By-Laws.

ARTICLE 5 - MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record title Owners of Lots in Baron Shoppes from time to time, and after termination of the Association, shall also consist of those who were Members at the time of such termination, and their successors and assigns.

5.2 Assignment. The share 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 the Lot for which that share is held.

5.3 Voting. Each Member's voting rights shall be determined by a formula based on the square feet of such Member's building divided by the total square feet of all buildings in the underlying Shopping Center.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE 6 - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7 - OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. 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 By-Laws may provide for the removal from office of officers for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Jeremiah Baron
Secretary:	Adam Seligman
Treasurer:	Arthur Mogavero

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ARTICLE 8 - BY-LAWS

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

ARTICLE 9 - DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association prior to turnover by the Declarant. Thereafter, Directors shall be an Owner of a Lot or authorized representatives of an entity which owns a Lot in the Association.

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

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 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 taken office, as provided in the By-Laws, are as follows:

Jeremiah Baron	49 SW Flagler Avenue, #301; Stuart, Florida 34994
Adam Seligman	4420 Beacon Circle, West Palm Beach, Florida 33407
Arthur Mogavero	49 SW Flagler Avenue, #301; Stuart, Florida 34994

9.5 Declarant and Non-Declarant Elected Directors.

9.5.1 The Lot Owners other than Declarant shall be entitled to elect a majority of the members of the Board of Directors of the Association three (3) months after Lot Owners other than the Declarant owns any Lots in Baron Shoppes.

9.5.2 At the time the members are entitled to elect at least a majority of the Board of Directors of the Association, the Declarant shall, at the Declarant's expense, within no more than ninety (90) days, deliver the following documents to the Board:

(a) A deed to any common property owned by the Association.

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(b) A copy of the Association's Declaration of Covenants, Conditions and Restrictions and all amendments thereto.

(c) A copy of the Articles of Incorporation of the Association.

(d) A copy of the By-Laws.

(e) The minute books, including all minutes, if any

(f) The books and records of the Association, if any

(g) Policies, rules, and regulations, if any, which have been adopted.

(h) Resignations of directors who are required to resign.

(i) Financial records of the Association for the preceding two (2) years, if any.

(j) All Association funds and control thereof, if any.

(k) All tangible property of the Association, if any.

(l) A copy of all contracts which may be in force with the Association as one of the parties.

(m) A list of the names and addresses and telephone numbers of all contractors, subcontractors, or others in the current employ of the Association.

(n) Any and all insurance policies in effect.

(o) Any permits issued to the Association by governmental entities.

(p) A roster of current Lot Owners and their addresses, email addresses, telephone numbers and lot numbers

9.5.3 Notwithstanding the foregoing, Declarant is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Declarant holds or owns least one (1) Lot in Baron Shoppes. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the Members of the Board of Directors.

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ARTICLE 10 - INDEMNIFICATION

10.1 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, by reason of the fact that he/she is or was a director, employee, officer, committee member or agent of the Association (each, an "Indemnitee"), against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed Indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. 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, of itself, create a presumption that the person did not act in good faith or did act in a manner which he/she reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

10.2 Expenses. To the extent that an Indemnitee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 10.1 above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including reasonable attorneys' fees at trial and all appellate levels) actually and reasonably incurred by them in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Indemnitee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 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 By-Law, agreement, vote of Members or otherwise, and shall continue as to anyone who has ceased to be a director, officer, employee, committee member, or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any Indemnitee (current or prior) or is or was serving, at the request of the Association, as a director, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of his status as such, whether or not the

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Association would have the power to indemnify them against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 - AMENDMENTS

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

11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in the Act. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

11.2 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-half (1/2) of the members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

(a) by not less than a majority of the votes (based on square footage) represented at a meeting at which a quorum thereof has been attained and by not less than sixty-six and two-thirds (66 and 2/3%) percent of the entire Board of Directors; or

(b) by not less than one hundred (100%) percent of the entire Board of Directors.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership, or in the voting rights or property rights of Members, or any changes in Sections entitled "Powers," without the approval in writing of all Members and the joinder of all record owners of first mortgages upon Lots. No amendment shall be made that is in conflict with the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Article shall be effective.

11.4 Declarant Amendments. To the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

11.5 Recording. A copy of each amendment shall be filed with the Secretary of State

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pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Martin County, Florida.

ARTICLE 12 - REGISTERED AGENT/PRINCIPAL OFFICE

The initial registered office of this Association shall be at 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ward Damon Business Services, LLC. The initial principal office of the Association shall be at 49 SW Flagler Avenue, #301; Stuart, Florida 34994.

The President has affixed his signature the day and year set forth below.

Baron Shoppes Property
Owners Association, Inc.

Date: June 18, 2019

By: 
Adam Seligman, Secretary

(Association Seal)

STATE OF FLORIDA; COUNTY OF PALM BEACH) ss:

I HEREBY CERTIFY that on this day, sworn to and subscribed before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Adam Seligman, Secretary of Baron Shoppes Property Owners Association, Inc., to me known to be the person described and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

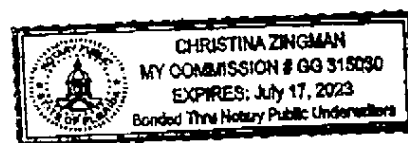
WITNESS my hand and official seal in the County and State last aforesaid this 18 day of June, 2019.

Notary Public, State of Florida at Large

Print: Christina Zingman

Sign: 

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WHEREIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That Baron Shoppes Property Owners Association, Inc., desiring to organize under the laws of the State of Florida with its principal office at 4420 Beacon Circle, West Palm Beach, Florida 33407 in the County of Palm Beach, State of Florida, the Association named in the said Articles has named Ward Damon Business Services, LLC located at 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 as its statutory registered agent.

Having been named the statutory registered agent of said Association at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 16th day of June, 2019.

Ward Damon Business Services, LLC

By: 

Michael J Posner, Managing Member

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