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Real Estate Attorneys

November 18, 2019

VIA FED-EX

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: SEASIDE COMMERCIAL ASSOCIATION, INC.

Dear Sir/Madam:

Enclosed herewith for filing are the Articles of Incorporation for the above corporation.

Also, **enclosed** please find a check in the amount of \$87.50, representing payment of your filing fee and certificate of status and a certified copy.

If you have any questions with regard to this letter and/or the enclosure, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'David H. Rosenberg', enclosed within a large, hand-drawn oval.

David H. Rosenberg, Esq.
For the Firm

Enclosure as Noted

2:28 NOV 21 AM 10:48
FALLERMAN, J. C. 11/21/21

ARTICLES OF INCORPORATION
OF
SEASIDE SPRINGS COMMERCIAL ASSOCIATION, INC.

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, do hereby declare as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be **SEASIDE SPRINGS COMMERCIAL ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 1626 Ringling Boulevard, Suite 500, Sarasota, FL 34236. The corporation may change its principal office from time to time as permitted by law.

ARTICLE III
PURPOSES OF CORPORATION

The Association's purpose shall be to operate and manage the affairs and property of the commercial subdivision known as Seaside Springs located at 1301 S. Tamiami Trail, Osprey, FL 34229, and to perform each act provided and permitted under applicable law.

ARTICLE IV
POWERS

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration of Seaside Springs Commercial Subdivision (the "Declaration"). As more particularly set forth in the Declaration, the Association may acquire leasehold, membership and other possessory or use interests intended to provide for the use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property. Furthermore, without limiting the generality of the foregoing, the Association shall:

- (a) enforce these Articles, the By-Laws, the Declaration and rules & regulations, including any standards, specifications, guidelines, or the like, adopted pursuant thereto by appropriate means and carry out the duties and authority of the

Association hereunder, including the establishment of rules, regulations, standards and specifications to do same;

- (b) own or convey Common Property under its ownership, and maintain, regulate and otherwise manage and operate the Common Property;
- (c) pay any real and personal property taxes and other charges assessed against the Common Property unless same are separately assessed to the Owners;
- (d) obtain all required utility and other services associated with the carrying out of the Association's responsibilities hereunder;
- (e) contract for and maintain such policy or policies of insurance as may be required hereunder or as the Board deems necessary or desirable to further the purposes of and protect the interests of the Association and its Members;
- (f) have the power of entry upon any Lot reasonably necessary in connection with the carrying out of Association responsibilities hereunder;
- (g) have the power to acquire, accept, maintain, repair, improve and replace Common Property;
- (h) have the power to negotiate and contract for such materials and services for the benefit of Owners who subscribe to or elect to accept such materials or services, with payment for same to be separately billed to the Owners or advanced by the Association and repaid to the Association by Special Assessment for services;
- (i) sue and be sued;
- (j) assess Members, establish fines and enforce assessments and fines;
- (k) contract for other services and materials necessary to operate and maintain the Common Property, Common Element, and any other contract necessary to perform the Association's duties hereunder.

ARTICLE V MEMBERS

Any person owning a vested present interest in the fee title to a lot in Seaside Springs, evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, FL, shall be a member of the Association. Membership terminates automatically and immediately upon termination of a member's vested interest in the fee title.

After the conveyance of a lot as provided in the Declaration, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration, the subscriber hereto shall constitute the sole member of the Association.

ARTICLE VI VOTING RIGHTS

The voting rights of each lot shall be determined on an equal fractional basis. That is, each lot shall be entitled to 1 vote. When more than one person owns a lot in the subdivision, the vote for that lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot, and the vote shall not be divided among the owners of any one lot. If one owner owns more than one lot, such owner shall have the one vote for each lot owned. If the lots are joined together and occupied by one owner, such owner shall have a separate vote for each lot owned.

ARTICLE VII INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VIII EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at David H. Rosenberg, Esq., 2639 Fruitville Road, Second Floor, Suite 203, Sarasota, Florida 34237 and the registered agent at such address shall be David H. Rosenberg, until such time as another registered agent is appointed by resolution of the board of directors.

**ARTICLE X
NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) persons, as shall be elected or appointed as set forth herein and in the Bylaws.

**ARTICLE XI
BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Mailing Address</u>
James E. Bridges	1626 Ringling Boulevard, Suite 500 Sarasota, Florida 34236
Bob Lewis	7101 S. 82 nd Street Lincoln, NE 68516
Derek Zimmerman	7101 S. 82 nd Street Lincoln, NE 68516

**ARTICLE XII
RECALL AND REMOVAL OF DIRECTORS**

Directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

**ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE XV
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 in such Bylaws.

ARTICLE XVI. SUBSCRIBERS

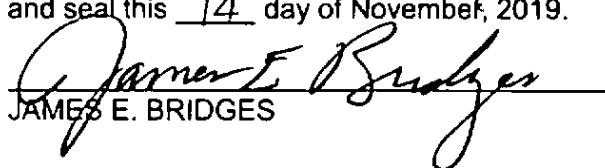
The name and street address of the subscriber hereto is as follows:

James E. Bridges 1626 Ringling Boulevard, Suite 500
Sarasota, Florida 34236

ARTICLE XVII. AMENDMENT

These Articles of Incorporation may be amended as provided by Chapter 617, Florida Statutes; provided, however, that any amendment shall be approved by at least 51% of the voting interests of the Association and by a majority of the board of directors.

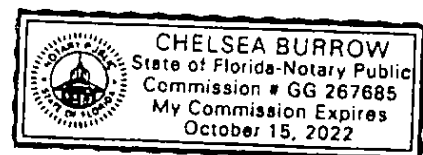
IN WITNESS WHEREOF, I, the undersigned subscriber hereby adopt these Articles of Incorporation, and hereunto set my hand and seal this 14 day of November, 2019.


JAMES E. BRIDGES

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 14 day of November, 2019, by James E. Bridges. He is personally known to me.

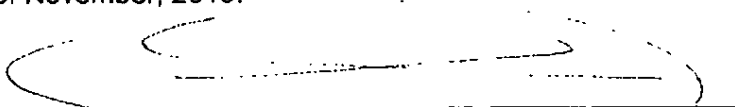

Notary Public:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts designation as registered agent of the foregoing corporation. The undersigned is familiar with, and accepts, the obligations of that position.

Dated this: 14th day of November, 2019.


David H. Rosenberg