

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Martin Business Park Property Owners Association, Inc.

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December 5, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BLUMBERG/EXCELSIOR

SUBJECT: MARTIN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.
REF: W19000104219

We have received your document for MARTIN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6052.

Keyna E Page
Regulatory Specialist II

FAX Aud. #: H19000350429
Letter Number: 919A00024625

ARTICLES OF INCORPORATION
OF
MARTIN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.
(a Corporation Not for Profit)

ARTICLE I

Name

The name of this Corporation shall be MARTIN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called "Corporation").

ARTICLE II

Purpose

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain Declaration of Covenants and Restrictions (hereinafter called the "Declaration"), either now has, or will be, imposed, upon certain lands located in Martin County, Florida, as described on Exhibit A attached hereto. Said Declaration, among other things establishes and designates that said lands shall be known as "MARTIN BUSINESS PARK". This Corporation is organized for the general purpose of functioning as the property owners' association of MARTIN BUSINESS PARK and any other lands which may be added to the jurisdiction of this Corporation by recordation of a Supplemental Declaration of Covenants and Restrictions submitting such additional land to the jurisdiction of this Corporation, provided this Corporation shall accept such jurisdiction in writing, and serving as the instrumentality of the property owners in MARTIN BUSINESS PARK for the purpose of controlling and regulating the activities within and the development and maintenance of MARTIN BUSINESS PARK. Where used herein, MARTIN BUSINESS PARK shall also apply to additional lands submitted to the jurisdiction of the Corporation as permitted herein. The specific purposes for which this Corporation is formed and the duties imposed on this Corporation include, but are not limited to, the following:

A. to provide for the operation, regulation, maintenance, repair, replacement and control of the Common Areas, including, without limitation, all stormwater pipes, catch basins, inlets, manholes, weirs, water control structures, swales, retention and detention ponds, gates, valves and berms located within the Park and authorized by the Permit;

B. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation and the Declaration, as they may be amended from time to time;

C. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper;

D. to operate, maintain and manage the storm water management system in a manner consistent with the requirement of the SFWMD Permit and applicable SFWMD

rules, and shall assist in the enforcement of the restrictions and covenants contained herein; and

E. this Corporation shall have jurisdiction over the lands within MARTIN BUSINESS PARK and any other lands submitted to its jurisdiction by a recorded Declaration of Restrictions, subject to the Corporation accepting such jurisdiction in writing.

ARTICLE III

Principal Place of Business

The principal place of business of the Corporation shall be at 1407 SW 8th Street, Pompano Beach, FL 33069, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE IV

Registered Agent

The Registered Agent Shall be Richard Luneburg whose address is 1407 SW 8th Street, Pompano Beach, FL 33069, or at such other place within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

Article V

Powers

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

The Corporation shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the Bylaws of the Corporation and, in addition, all powers set forth in the Declaration. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

A. to fix, levy, collect, and enforce assessments (whether they be general, special, or individual) to defray the costs, expenses and losses of its operations and to ensure compliance with its rules and regulations. The assessments shall be used, *inter alia*, for the maintenance and repair of the storm water management system and mitigation or preservation areas, if any, including but not limited to work within retention areas, drainage structures and drainage easements. The method of fixing, levying, collecting, and enforcing assessments shall be designated below in this Article V.A.1 and in the Bylaws:

Any and all assessments levied by the Corporation in accordance with the provisions of these Articles, the Bylaws, or any other documents governing the operation of the Corporation, with interest thereon at the amount set by the Directors of the Corporation but in no event higher than the highest rate allowed by law, and costs of collection including, but not limited to, reasonable attorneys' fees up to and including all trial and appellate levels and any late charges, fees or fines levied by the Corporation in connection with any unpaid

assessments are hereby declared to be a charge and continuing lien upon the real property against which such assessments are made. Each assessment against a lot or other real property subject to the jurisdiction of the Corporation, together with interest thereon and costs of collection thereof, including attorneys' fees up to and including all trial and appellate levels shall be the personal obligation of the owner of each such lot or other real property assessed. Said lien shall be effective only from and after the time of recordation in the Public Records of Martin County, Florida a written and acknowledged statement by the Corporation setting forth the amount due to the Corporation as of the date the statement is signed. Upon full payment of all sums secured by that lien, the party making payment shall be entitled to a statement of the satisfaction of the lien in recordable form.

B. to acquire liens against all lots, improvements and buildings thereon for assessments and to foreclose same.

C. to subordinate, in its sole discretion, any liens acquired by the Corporation.

D. to use the proceeds of assessments in the exercise of its powers and duties.

E. to acquire personal and real property and rights and interests therein (by purchase, gift, dedication, or otherwise), and to hold, maintain, repair, operate, lease, sell, dedicate for public use, or otherwise dispose of any property or rights it may acquire.

F. to construct, maintain, repair and replace improvements on its property and to reconstruct improvements after casualty.

G. to borrow money and with the assent of two-thirds (2/3) of its members, to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

H. to purchase insurance for its properties and insurance for the protection of the Corporation, its Officers, Directors, and its members.

I. to make and amend reasonable rules and regulations, and to grant exceptions thereto, respecting the construction, maintenance and use of the lots and properties of its members as the same impacts the Common Areas.

J. to enforce by legal means the provisions of these Articles, the By-Laws of the Corporation, the Declaration, and all rules and regulations for the construction, maintenance and use of the lots and properties of the members.

- K. to manage, operate and maintain the Common Areas; to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Corporation.
- L. to employ personnel, agents and contractors to perform the services required to carry out the purposes of this Corporation.
- M. to pay all expenses necessitated by its duties and authority, including all office and business expenses, license fees, taxes or governmental charges levied or imposed against the property of the Corporation.
- N. to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the storm water management system.
- O. to own and convey property.
- P. to operate and maintain common property, including the permitted storm water management system.
- Q. to establish rules and regulations.
- R. to assess members and enforce assessments.
- S. to sue and be sued.
- T. to contract for services to provide for operation and routine custodial maintenance.
- U. to require all owners of real property or units to be members of the Corporation.
- V. to demonstrate that the land on which the storm water management system is located is owned or otherwise controlled by the Corporation to the extent necessary to operate and maintain the system or convey operation and maintenance to another entity.

ARTICLE VI

Members

- A. Members of the Corporation shall consist of, and be limited to, those persons or corporations holding record fee title to any Lot located within the land described in Exhibit A attached hereto.
- B. Change of membership shall be established by recording in the

Public Records of Martin County, Florida, a deed or other instrument establishing record fee title to such lot and by the delivery to the Corporation of a certified copy of such recorded instrument. The owner designated by such instrument thus becomes a member of the Corporation, and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument is not delivered to the Corporation, said Owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Corporation's powers or privileges.

C. The interest of a member in the funds and assets of the Corporation shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property.

D. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record the interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to, run with, and shall not be separated from the interest upon which membership is based.

E. If ownership is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of the By-Laws or the Declaration.

F. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Corporation.

G. On all matters on which the membership is entitled to vote, there shall be such votes for each lot as is provided in the Declaration, which shall be exercised or cast by the owner or owners in a manner provided in the By-Laws of the Corporation. Should any member hold such interest in more than one (1) lot, such member shall be entitled to exercise or cast the specified number of votes for each lot.

H. Voting rights are incidental to membership, and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

ARTICLE VII

Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and duties of the Directors shall be designated in the By-Laws of the Corporation.

D. Members of the initial Board of Directors need not be members of this Corporation. Thereafter, members of the Board of Directors need not be members of this Corporation if they are nominees of a member. Otherwise, each member of the Board of Directors must be a member of the Corporation.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Luneburg	1407 SW 8 th Street Pompano Beach, FL 33069
Karen Luneburg	1407 SW 8 th Street Pompano Beach, FL 33069
_____	_____
_____	_____

ARTICLE VIII

Officers

The affairs of the Corporation shall be administered by a President, Vice President, Secretary and a Treasurer. The duties and authority of said Officers shall be designated in the By-Laws of the Corporation. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Richard Luneburg	1407 SW 8 th Street Pompano Beach, FL 33069
Vice President	_____	1407 SW 8 th Street Pompano Beach, FL 33069
Treasurer/Secretary	Karen Luneburg	1407 SW 8 th Street Pompano Beach, FL 33069

ARTICLE IX
Removal of Directors or Officers

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manners:

A. **Directors.**

(1) Any member of the Board of Directors shall be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the members.

(2) The notice of a meeting of the members to recall a member or members of the Board of Directors shall state the specific Directors sought to be removed

(3) A proposed removal of a Director at a meeting shall require a separate vote for each Board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Board member to be removed.

(4) If removal of a Director is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

(5) Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the members.

(6) Any Director removed from office shall turn over to the Board of Directors within 72 hours any and all records of the Corporation in his possession.

(7) If a Director who is removed shall not relinquish his office or turn over records as required under this section, the circuit court in the county where the Corporation's principal office is located may summarily order the Director to relinquish his office and turn over corporate records upon application of any member.

B. **Officers.** Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose.

ARTICLE X
Indemnification

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which

he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

ARTICLE XI

By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or added to at any duly called meeting of the members provided:

(1) Notice of the meeting shall contain a statement of the proposed amendment.

(2) The amendment shall be approved by the affirmative vote of the voting members casting not less than two-thirds (2/3) of the total votes of the members.

ARTICLE XII

Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty percent (50%) of the Board of Directors or by twenty percent (20%) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

B. 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.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. by approval of not less than fifty-one percent (51%) of the Board of Directors voting at a Board of Directors meeting and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting of members; or

2. by approval of not less than three-quarters (3/4) of the votes of the members voting at the meeting of members.

D. A copy of each amendment shall be filed with the Secretary of State of the State of Florida, and recorded in the Public Records of Martin County, Florida.

ARTICLE XIII

Prohibition Against Issuance of Stock and Distribution of Income

This Corporation shall never have nor issue any share of stock, nor shall this Corporation distribute any part of the income of this Corporation, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, directors or officers for services rendered, nor shall anything herein be construed to prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by statute.

ARTICLE XIV

Term

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The term of this Corporation shall be perpetual.

ARTICLE XV

Dissolution

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the storm water management system must be transferred to and accepted by an entity which complies with Rule 62-330.310, Florida Administrative Code, and Applicant's Handbook Volume I, Section 12.3, and be approved by SFWMD prior to such termination, dissolution or liquidation.

ARTICLE XVI

Subscriber

The name and address of the subscriber of these Articles of Incorporation is as follows:

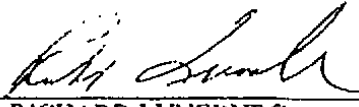
Richard Lunenburg
1407 SW 8th Street
Pompano Beach, FL 33069

ARTICLE XVII

Tax Treatment

For tax purposes, this Corporation shall fall under Section 277 of the Internal Revenue Code- "Deductions incurred by certain membership organizations in transaction with Members"- and shall file Form 1120. In the event that there is an excess of revenue over expenditures, it is intended that Revenue Ruling 70-604 shall apply.

WITNESS the hand and seal of the incorporator of these Articles of Incorporation this ____
day of Aug. 20, 2019.



RICHARD LUNEBURG

EXHIBIT A
TO
ARTICLES OF INCORPORATION
LEGAL DESCRIPTION