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FLORIDA PROFIT/NON PROFIT CORPORATION Heart Pine East Commercial Property Owners Associati

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ARTICLES OF INCORPORATION
OF
HEART PINE EAST COMMERCIAL
PROPERTY OWNERS ASSOCIATION, INC.

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 SECRETARY OF STATE
 TALLAHASSEE, FL

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be the Heart Pine East Commercial Property Owners Association, Inc., a Florida corporation not for profit. The principal address of the corporation is 1217 Kentucky Avenue, St. Cloud, FL 34769. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE II

PURPOSES AND POWERS

2.1 **Objects and Purposes.** The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions recorded (or to be recorded) in the Public Records of Pasco County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to maintain the Common Areas, as defined in the Declaration, as determined by the Board of Directors or as set forth in the Declaration thereof for the benefit of the Members of the Association.

2.2 **Not for Profit.** The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. Upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or as otherwise authorized by the Florida not-for-profit corporation statute.

2.3 **Powers.** The powers of the Association shall include and be governed by the following:

2.3.1 **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 Bylaws.

2.3.2 **Enumeration.** The Association shall have the powers and duties set forth in subsection 2.3.1 above, except as limited by these Articles, the Bylaws and the Declaration, and all of the powers and duties reasonably necessary

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to operate the Association pursuant to the Declaration, and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Maintenance Assessments and other charges against Members and Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To maintain and operate the Common Areas as set forth in the Declaration or as determined by the Board of Directors and other property acquired or leased by the Association.
- (c) To purchase insurance upon the Common Areas and insurance for the protection of the Association, its officers, directors and Members.
- (d) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Areas.
- (e) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Common Areas.
- (f) To contract for the management and maintenance of the Common Areas and to authorize a management agent (which may be an Affiliate of the Declarant) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Maintenance Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Areas 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 Declaration, Bylaws and these Articles, including, but not limited to, the making of Maintenance Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (g) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Common Areas.

ARTICLE III

MEMBERS

The Members of the Association shall be as set forth in the Declaration and the Bylaws of the Association.

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ARTICLE IV**CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE V**BOARD OF DIRECTORS**

5.1 Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as provided for in the By-Laws, and further provided that once the Declarant ceases to have a right to appoint any Directors, the number of Directors shall always be an odd number. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

5.2 Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until their qualified successors are duly elected and have taken office as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
<u>Reed Berlinsky</u>	<u>1217 Kentucky Ave</u> <u>St. Cloud, FL 34769</u>
<u>Michael Liquori</u>	<u>1217 Kentucky Ave</u> <u>St. Cloud, FL 34769</u>
<u>Matthew Call</u>	<u>1217 Kentucky Ave</u> <u>St. Cloud, FL 34769</u>

5.3 Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. Notwithstanding the foregoing, the Parcel A Owner shall always be entitled to elect one member of the Board of Directors and the Parcel B Owner shall always be entitled to elect one member of the Board of Directors.

5.4 Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

5.5 Vacancies. If a director so elected shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

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5.6 Term of Declarant Directors. The Declarant shall appoint the members of the first Board of Directors and their replacements who shall hold office for periods described in the Bylaws.

ARTICLE VI

OFFICERS

6.1 Mandatory Offices. The Association shall have the offices of President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect.

6.2 Officers. The affairs of the Association shall be administered by the officers holding the offices designated above and in the Bylaws. 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 Bylaws 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:

Name and Office:

Addresses:

President:

Reed Berlinsky

1217 Kentucky Ave

St. Cloud, FL 34769

Vice-President:

Michael Liquori

1217 Kentucky Ave

St. Cloud, FL 34769

Secretary/Treasurer:

Matthew Call

1217 Kentucky Ave

St. Cloud, FL 34769

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ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

8.1 Amendments. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with the notice provisions of, Chapter 617, Florida Statutes.

8.2 Limitation. No amendment shall be made which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or any affiliate, successor or assign of the Declarant, unless the Declarant shall join in the execution of the amendment.

8.3 Declarant(s) Amendments. The Declarant may amend these Articles consistent with the provisions of the Declaration, including such provisions of the Declaration allowing certain amendments to be affected by the Declarant alone.

8.4 Conflict. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Stephen J. Szabo, III

100 N. Tampa Street, Suite 2700

Tampa, FL 33602

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any officer, director, or committee member 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.

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by reason of the fact that he is or was a director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless: (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and (ii) such court also determines specifically 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors, and committee members as permitted by Florida law.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith. Maintenance Assessments may be made by the Association to cover any expenses or other amounts to be paid by the Association in connection with the indemnification provided herein.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.5 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, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

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10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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

10.8 Definitions. Unless the context otherwise requires, all terms used in these Articles shall have the same meaning as are attributed to them in the Declaration and the By-Laws.

ARTICLE XI

11.1 To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8th day of April, 2019.

DocuSigned by:

Stephen J. Szabo, III

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Print Name: Stephen J. Szabo, III

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**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be F & L Corp. The initial registered office of this corporation shall be One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, *Florida Statutes*.

F & L Corp.

By: 

Print Name: Randolph J. Wolfe

Title: Vice President

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