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FLORIDA PROFIT/NON PROFIT CORPORATION

Shoppes at Beachwalk Association, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75

JUN 26 2020

T. SCOTT

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ARTICLES OF INCORPORATION  
OF  
SHOPPES AT BEACHWALK ASSOCIATION, INC.

FILED  
2020 JUN 25 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That undersigned incorporator, for the purpose of forming a corporation not-for-profit, pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

210 South Development, LLC, a Delaware limited liability company, owns certain property in St. Johns County, Florida (the "Subject Property") and intends to execute and record a Declaration of Covenants and Restrictions (the "Declaration"), which will affect the Subject Property. This corporation is being formed as the Association (as defined in the Declaration) to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of St. Johns County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration apply to these Articles of Incorporation, and to the Bylaws of the Association, and capitalized terms not defined herein shall have the meaning attributed to them in the Declaration.

ARTICLE 1 - NAME AND ADDRESS

The name of the corporation is Shoppes at Beachwalk Association, Inc. (hereinafter referred to as the "Association"). The initial address of the principal office of the Association and the initial mailing address of the Association is One Town Center Road, Suite 600, Boca Raton, Florida 33486.

ARTICLE 2 - PURPOSE

The purposes for which the Association is organized are as follows: (a) to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes; (b) to enforce the Declaration, these Articles and the Bylaws and to exercise the duties of the Association as provided in the Declaration; and (c) to promote the health, safety, welfare, comfort, and economic benefit of the members of the Association.

ARTICLE 3 - POWERS AND DUTIES

The Association shall have the following powers and duties: (a) all of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida; (b) to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, including, without limitation, the following:

(i) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

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(ii) To fix, levy, make, and collect Assessments against Owners to defray costs, expenses, and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.

(iii) To enforce the provisions of the Declaration, these Articles, and the Bylaws.

(iv) To make, establish, and enforce reasonable rules and regulations governing the use of Association Common Areas and other property under the jurisdiction of the Association.

(v) To operate and maintain easements running in favor of the Association, to grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

(vi) To borrow money for the purposes of carrying out the powers and duties of the Association.

(vii) To obtain insurance as may be provided by the Declaration.

(viii) To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

#### ARTICLE 4 - MEMBERS

(a) The members of the Association shall consist of all of the record Owners of Parcels. Membership shall be established as to each Parcel upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Parcel, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the Subject Property is located of the deed or other instrument establishing the conveyance, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Parcel designated shall be terminated; provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the Parcel. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association.

(b) The share of each member in the funds and assets of the Association, and the common surplus of the Association, if any, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel for which that membership is established.

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(c) On all matters upon which the membership shall be entitled to vote, each Owner shall have one (1) vote. In the event any Parcel is owned by more than one individual and/or by an entity, the votes for such Parcel shall be cast in the manner provided by the Bylaws.

(d) The Bylaws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

#### ARTICLE 5 - TERM OF EXISTENCE

Existence of the Association shall commence upon the filing of these Articles with the Secretary of State of the State of Florida, and shall thereafter have perpetual existence.

#### ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator is:

210 South Development, LLC  
100 E Linton Blvd., Suite 211B  
Delray Beach, FL 33483

#### ARTICLE 7 - DIRECTORS

(a) The property, business, and affairs of the Association shall be managed by a Board of Directors (the "**Board**") which shall consist of not less than three (3) directors, and which shall always be an odd number. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be members of the Association.

(b) All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by all members only when specifically required.

(c) Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

#### ARTICLE 8 - OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

#### ARTICLE 9 - INDEMNIFICATION

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(a) 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, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director or officer of the Association, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him) in connection with the action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association. The termination of any action, suit or proceeding by judgment, order, or settlement, shall not, in and 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.

(b) To the extent that a director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section (a) of this Article 9, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and costs throughout all appellate levels) actually and reasonably incurred by him in connection therewith.

(c) Expenses incurred in defending a civil 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 in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amounts, unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized herein.

(d) The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, the Bylaws, agreement, vote of members, or otherwise, and such indemnification shall be applicable as to action taken in an official capacity while holding office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(e) The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association against any liability asserted against him and incurred by him in any such capacity, as 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.

#### ARTICLE 10 - BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Directors and/or members in the manner provided by the Bylaws.

#### ARTICLE 11 - AMENDMENTS

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

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(a) A majority of the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association.

(d) Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

(e) If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

(f) No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of members and the joinder of all institutional lenders holding mortgages upon the Parcels. No amendment shall be made that is in conflict with the Declaration.

(g) Upon the approval of an amendment to these Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Subject Property is located.

#### ARTICLE 12 - DISSOLUTION

(a) In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Owner vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration.

#### ARTICLE 13

#### INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

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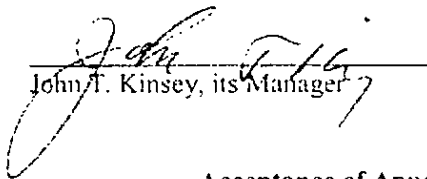
The initial registered office of the Association shall be at 100 E Linton Blvd., Suite 211B, Delray Beach, Florida 33483. The initial registered agent of the Association at the address is 210 South Development, LLC.

WHEREFORE, the Incorporator has executed these Articles on this 24<sup>th</sup> day of July, 2020.

Incorporator:

210 South Development, LLC, a  
Delaware limited liability company

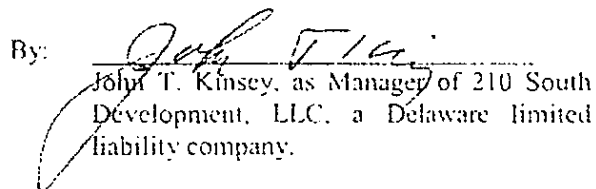
By:

  
John T. Kinsey, its Manager

**Acceptance of Appointment by Registered Agent**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned does hereby accept its appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation not-for-profit named in the following Articles of Incorporation and further agrees to comply with the provisions of all statutes relating to the proper and complete performances of the duties of the registered agent and state that I am familiar with and accept the obligations of that position.

By:

  
John T. Kinsey, as Manager of 210 South  
Development, LLC, a Delaware limited  
liability company.