

8/20/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION

Westview Logistics Center Association, Inc.

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**ARTICLES OF INCORPORATION
OF
WESTVIEW LOGISTICS CENTER ASSOCIATION, INC.**
(A Florida Not-For-Profit Corporation)

ALLAHASSEE, FL 32009

Pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), and for the purposes of forming a not-for-profit corporation, the undersigned incorporator hereby adopts the following:

**ARTICLE I
NAME**

The name and address of the corporation shall be Westview Logistics Center Association, Inc. (the "Association").

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Association is 7887 E. Belleview Avenue, Ste. 475, Denver, Colorado, 80111, Attn: William Bullen.

**ARTICLE III
DEFINITIONS**

These Articles of Incorporation are herein referred to as the "Articles" and the Bylaws of the Association are herein referred to as the "Bylaws". Unless defined in these Articles or the Bylaws, all terms used in the Articles and the Bylaws shall have the same meanings as used in that certain *Declaration of Covenants, Conditions, Restrictions and Easements for Westview Logistics Center* (the "Declaration"), which Declaration will be recorded in the Public Records of Miami-Dade County, Florida and which will pertain to some or all of the following described property (the "Property" or "Westview Logistics Center"):

All of WESTVIEW LOGISTICS CENTER, according to the plat thereof, as recorded in Plat Book 174, Page 31, of the Public Records of Miami-Dade County, Florida (the "Plat").

**ARTICLE IV
PURPOSE**

The purpose for which the Association is organized is to be the Association for Westview Logistics Center, as more particularly provided in the Declaration and Bylaws. However, the Association is not an "association" as defined in Chapter 718, Chapter 719, or Chapter 720, Florida Statutes.

ARTICLE V
POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida, including the Act, which are not in conflict with the terms of these Articles, the Declaration or the Bylaws.

ARTICLE VI
MEMBERS

Membership; Voting Rights. The Members of the Association and their voting rights shall be as provided in the Declaration.

ARTICLE VII
BOARD OF DIRECTORS; OFFICERS

- A. **Board of Directors.** The property, business and affairs of the Association shall be managed by a Board of Directors ("Board"), which shall be elected or appointed as provided in the Bylaws.
- B. **Officers.** The affairs of the Association shall be managed by those officers provided in the Bylaws.
- C. **Indemnification.** Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post-judgment proceedings, reasonably incurred by or imposed upon him or her in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he or she becomes involved by reason of his/her being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. The foregoing right of indemnification provided in this Article shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE VIII
BYLAWS

Initial Bylaws. The initial Bylaws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX
AMENDMENTS

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

- A. **Initiation.** A resolution to amend these Articles may be proposed by a majority of the Board or by Members holding not less than ten percent (10%) of the votes of the entire membership of the Association.
- B. **Notice.** 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. **Adoption of Amendments.**
1. Amendment of the Articles shall require the assent of a majority of the votes of the Members.
 2. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Florida Department of State as provided by law.

ARTICLE X
TERM

Term. The Association shall have perpetual existence. If, for whatever reason, the Association is dissolved by the Members, any Common Areas shall be conveyed to an appropriate agency of the local government for control and maintenance purposes. If no agency of the local government will accept such conveyance and responsibility, then such property must be conveyed to a not for profit corporation similar to the Association.

ARTICLE XI
INCORPORATOR

Incorporator. The name and street address of the Incorporator is:

CP Logistics Westview, LLC, a Delaware limited liability company
Attn: William Bullen
7887 E Belleview Avenue, Ste 475
Denver, Colorado 80111

ARTICLE XII
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT

Registered Office and Registered Agent. The street address of the initial registered office of the Association is 155 Office Plaza Drive, Suite A, Tallahassee, FL 32301. The initial Registered Agent of the Association at that address is **Registered Agent Solutions, Inc.**

IN WITNESS WHEREOF, the Incorporator has executed these Articles on this 18th day of August, 2020.

**CP LOGISTICS WESTVIEW, LLC, a
Delaware limited liability company**

**By: CP Logistics Platform, LLC,
a Delaware limited liability company,
its Sole Member**

**By: Panattoni CLP, LLC,
a Delaware limited liability company,
its Administrator**


**By: Panattoni CLP Operator, LLC,
a Delaware limited liability company
its Manager**

**By: 
Name: William Bullen
Its: Vice President**

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in these Articles, **Registered Agent Solutions, Inc.** hereby accepts the appointment as registered agent and agrees to act in this capacity. Registered Agent Solutions, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Registered Agent Solutions, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

Registered Agent Solutions, Inc.

By: 
Print Name: Mackenzie Hart
Title: Assistant Secretary
Date: 08/20/2020