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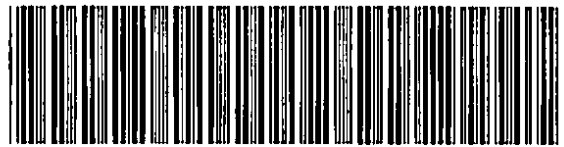
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2020 JUN 25 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

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SEP 13 2020

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** COASTAL WOODS COMMERCIAL CENTER PROPERTY OWNERS' ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Amber Coleman, Esq.  
Name (Printed or typed)

424 Luna Bella Lane, Suite 122  
Address

New Smyrna Beach, FL 32168  
City, State & Zip

(386) 428-8448  
Daytime Telephone number

acoleman@geosamfl.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

FILED

**ARTICLES OF INCORPORATION OF  
COASTAL WOODS COMMERCIAL CENTER PROPERTY  
OWNERS' ASSOCIATION, INC.**

2020 JUN 25 PM 12: 24

SECRETARY OF STATE  
TALLAHASSEE, FL

We, the undersigned do hereby associate ourselves for the purpose of forming a corporation not for profit, pursuant to the laws of the State of Florida. In this regard, we certify as follows:

**ARTICLE 1  
DEFINITIONS**

1.1 All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Coastal Woods Commercial Center (Tract E) Declaration of Easements, Covenants, and Restrictions (the "**Declaration**"), to be recorded in the Official Records of Volusia County, Florida.

**ARTICLE 2  
NAME**

2.1 The name of the corporation shall be Coastal Woods Commercial Center Property Owners' Association, Inc. (the "**Association**").

**ARTICLE 3  
PURPOSE**

3.1 The purpose for which the Association is organized is to provide an entity for the management and operation of the real property encumbered by the Declaration.

**ARTICLE 4  
POWERS**

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

4.1 The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida, which are not in conflict with the terms of the Declaration, these Articles of Incorporation or the Bylaws of the Association, including, without limitation, all the powers set forth in Section 617.0302, Florida Statutes.

4.2 The Association shall have all of the powers and duties set forth in the Declaration, these Articles of Incorporation and the Bylaws of the Association.

**ARTICLE 5  
MEMBERS**

5.1 The members of the Association shall consist of all Owners, being the owners of the Parcels in the Coastal Woods Commercial Center (Tract E). No person holding any lien, mortgage or other encumbrance upon any Parcel shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Parcel pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Parcel

5.2 Membership shall be acquired by recording in the Public Records of Volusia County, Florida, a deed or other instrument establishing record title to a Parcel in the Coastal Woods Commercial Center (Tract E). Upon such recordation, the Owner designated by such deed or other such instrument shall become a member of the Association, and the membership of the prior Owner shall thereby be terminated,

provided, however, any person who owns more than one Parcel shall remain a member of the Association so long as record title is retained to any Parcel.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Parcel.

5.4 The owner of record of each Parcel, including Declarant, shall be entitled to the voting rights established for the Parcel by the Declaration.

## **ARTICLE 6 EXISTENCE**

6.1 The Association shall have perpetual existence. In the event of a permanent dissolution of the Association, the assets of the Association shall be conveyed to or dedicated to a similar non-profit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Association was created, or distributed to the Association's members and/or their successors in interest.

## **ARTICLE 7 INCORPORATOR; INITIAL DIRECTORS**

7.1 Incorporator. The name and address of the Incorporator is as follows:

Amber Lynn Coleman, Esq.      424 Luna Bella Lane, Suite 122, New Smyrna Beach, FL  
32168

7.2 Initial Directors. The names and addresses of the persons who are appointed by the Members to act in the capacity of directors are:

Christopher Roy                      424 Luna Bella Lane, Suite 122, New Smyrna Beach, FL  
32168

Nick Powell                            424 Luna Bella Lane, Suite 122, New Smyrna Beach, FL  
32168

Amber Coleman                      424 Luna Bella Lane, Suite 122, New Smyrna Beach, FL  
32168

## **ARTICLE 8 BOARD OF DIRECTORS**

8.1 The affairs of the Association shall be managed by a board of directors (the "**Board of Directors**") of which there shall be three (3) members. The members of the Board of Directors (each a "**Director**" and, collectively, the "**Directors**") need not be members of the Association. Each member shall be responsible for appointing one (1) of the Directors, as provided for in the Bylaws of the Association.

8.2 Directors shall be appointed by the members at the annual meeting of the members of the Association or otherwise in the manner provided in the Bylaws of the Association. Except as otherwise provided in this Article 8, Directors shall serve until the next annual meeting of the members, or until replaced as provided in the Bylaws. Vacancies occurring on the Board of Directors shall be filled by the appointment of a replacement Director by the member who appointed the Director being replaced. Any Director appointed to fill a vacancy shall serve until the expiration of the term of the Director whose vacancy he was appointed to fill.

8.3 The procedure for the appointment of Directors shall be as provided in the Bylaws of the Association.

8.4 The initial Directors, who need not be members of the Association, shall be the persons identified in Article 7 above, and they shall serve as the Board of Directors of the Association until the appointment of their successors as contemplated by Paragraph 8.3 hereof.

## **ARTICLE 9 OFFICERS**

9.1 The Board of Directors shall, in accordance with the Bylaws, elect a President, Vice President, Secretary and Treasurer, all of whom shall serve at the pleasure of the Board of Directors. The Secretary may also act as Treasurer. There may also be such assistant treasurers and assistant secretaries as the Board of Directors may from time to time determine.

## **ARTICLE 10 BYLAWS**

10.1 The original Bylaws of the Association shall be adopted by the initial Board of Directors; thereafter, amendment of said Bylaws shall be by the members in accordance with the provisions of said Bylaws.

## **ARTICLE 11 INDEMNITY AND INSURANCE**

11.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses or liabilities, including counsel 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 at the time such expenses or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled:

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, or is or was serving at the request of the Association as a Director or Officer of another association or organization, 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 these Bylaws.

## **ARTICLE 12 AMENDMENTS**

12.1 Amendments to these Articles of Incorporation shall be proposed and adopted by the unanimous consent of the members of the Association.

12.2 A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Volusia County, Florida.

## **ARTICLE 13 PRINCIPAL OFFICE**

13.1 The principal office of the Association shall be located at 424 Luna Bella Lane, Suite 122, New Smyrna Beach, FL 32168, but the Association may maintain offices and transact business in such other places within Volusia County, and the State of Florida as may from time to time be designated by the Board of Directors. However, the official records of the Association shall be maintained within the State


of Florida. The records of the Association shall be made available to an Owner within ten (10) working days after receipt of written request by the Board of Directors or its designee. Compliance with this requirement may be achieved by having a copy of the official records of the Association available for inspection or copying on the property. The official registered agent for service of process at such address shall initially be Amber Lynn Coleman, Esq. until such time as replaced by the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of June, 2020.

  
Amber Lynn Coleman, Esq.

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to serve as Registered Agent for Service of Process on behalf of the Association above referenced, hereby accepts such designation and agrees to serve until further notice.

  
Amber Lynn Coleman, Esq.

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TALLAHASSEE, FL