

# H21000014241

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Altis Suncoast Owner Association, Inc.

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ARTICLES OF INCORPORATION  
OF  
ALTIS SUNCOAST OWNER ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)

In order to form a corporation not for profit under and in accordance with the provisions of Chapters 617 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I  
DEFINITIONS

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" means these Articles of Incorporation and any amendments hereto.
2. "Assessments" shall have the meaning given to it in the Declaration.
3. "Association" means the Altis Suncoast Owner Association, Inc., a Florida corporation not for profit. The "Association" is NOT a condominium association and is not intended to be governed by Chapter 718, the Condominium Act, Florida Statutes.
4. "Common Property" means the property more particularly described in the Declaration.
5. "ASO" shall have the meaning given to it in the Declaration.
6. "Board" means the Board of Directors of the Association.
7. "Bylaws" means the Bylaws of the Association and any amendments thereto.
8. "County" means Pasco County, Florida.
9. "Declaration" means the Declaration of Covenants, Easements And Restrictions for Altis Suncoast, which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.
10. "Director" means a member of the Board.
11. "Member" means a member of the Association.
12. "Common Expenses" shall have the meaning given to it in the Declaration.

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14. "Owner" shall have the meaning given to it in the Declaration.

15. "Altis Suncoast" means that planned mixed use development located in the County, which encompasses the Property (as defined in the Declaration).

16. "Altis Suncoast Documents" means in the aggregate the Declaration, the Articles, the Bylaws and the Rules and Regulations and all of the instruments and documents referred to therein, including, but not limited to, any Amendment(s) and Supplemental Declaration(s).

Unless otherwise defined herein, the terms defined in the Declaration are incorporated herein by reference and shall appear in initial capital letters each time such terms appear in these Articles.

## ARTICLE II NAME

The name of this corporation shall be the ALTIS SUNCOAST OWNER ASSOCIATION, INC., a Florida corporation not for profit, whose initial principal address and mailing address is 1515 S. Federal Highway, Suite 300, Boca Raton, FL 33432. or at such other place as may be subsequently designated by the Board of Directors.

## ARTICLE III PURPOSES

The purpose for which the Association is organized is to take title to, operate, administer, manage, lease and maintain the Common Property in accordance with the terms of, and purposes set forth in, the Altis Suncoast Documents and to carry out the covenants and enforce the provisions of the Altis Suncoast Documents.

## ARTICLE IV POWERS

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the Altis Suncoast Documents and such common law and statutory powers (including, without Chapter 617, Florida Statutes) of a corporation not for profit which are not in conflict with the terms of these Articles and the other Altis Suncoast Documents. All of the provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

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1. To perform any act required or contemplated by it under the Altis Suncoast Documents.
2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Property.
3. To make, levy and collect Assessments for the purpose of obtaining funds from its Members to pay Common Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.
4. To own, maintain, repair, replace, operate and convey the Common Property in accordance with the Altis Suncoast Documents.
5. To enforce by legal means the obligations of the Members and the provisions of the Altis Suncoast Documents.
6. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Common Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Common Property and to delegate to such professional manager certain powers and duties of the Association.
7. To enter into the Declaration and any amendments thereto and instruments referred to therein.
8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Common Property in a proper and aesthetically pleasing condition consistent with other similar developments in the Central Florida area.

#### ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

- A. Each and every Owner shall be a Member and exercise all of the rights and privileges of a Member, provided that any such person or entity who holds such an ownership interest merely as security for the performance of an obligation shall not be a Member.

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B. On all matters on which the membership shall be entitled to vote, votes may be exercised or cast by the Owner(s) of each Parcel as will be provided for in the Bylaws. The number of votes for each Parcel shall be set forth in the Declaration.

B. No Member may assign, hypothecate or transfer in any manner his/her membership in the Association except as an appurtenance to his/her/its Parcel.

C. Any Member who conveys or loses title to a Parcel by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Parcel and shall lose all rights and privileges of a Member resulting from ownership of such Parcel.

D. The vote of the Owners of a Parcel owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Parcel, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Member"), and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Parcel shall not be considered for a quorum or for any other purpose.

E. A quorum shall consist of persons entitled to cast at least forty percent (40%) of the total number of votes of the Members.

#### ARTICLE VI TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar property owners association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator of these Articles are:

Robert Rabin  
1515 S. Federal Highway, Suite 300  
Boca Raton, FL 33432

#### ARTICLE VIII OFFICERS

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The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

### ARTICLE IX FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Robert Rabin
Vice President:	Oliver Cima
Treasurer:	Robert Rabin
Secretary:	Jeffrey Miller

### ARTICLE X BOARD OF DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of three (3) persons, each to be designated in the manner set forth in Section C of this Article below. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including an annual meeting. Directors need not be Members of the Owners' Association. There shall be only one (1) vote for each Director.

B. The names and addresses of the persons who are to serve as Directors on the first Board are as follows, each of whom shall hold office until removed by the Member who appointed such Director, shall be as follows:

#### ASO Appointed Directors

#### NAMES

#### ADDRESSES

Robert Rabin

1515 S. Federal Highway, Suite 300  
Boca Raton, FL 33432

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Oliver Cima

1515 S. Federal Highway, Suite 300  
Boca Raton, FL 33432Hayman Appointed Director

NAME

ADDRESS

Stephen D. Hayman

6605 Gunn Highway  
Tampa, FL 33625

C. Appointment of Members of Board of Directors. Owner of the ASO Parcel shall be entitled to appoint two (2) members of the Board of Directors, the Owner of the Hayman Parcel shall be entitled to appoint one (1) member of the Board of Directors. Directors may be removed only by the Parcel Owner that appointed the Director and vacancies on the Board of Directors shall be filled by the appointment of another Director by the Parcel Owner who originally appointed the Director being replaced.

D. Duration of Office. Any Director shall hold office at the pleasure of the Parcel Owner so appointing such Director, and thereafter until qualified successors are duly appointed and have taken office. Notwithstanding the foregoing, any Director shall serve at the pleasure of the Owner who appointed such Director and may be removed and replaced by such Owner at any time.

E. Vacancies. Vacancies in the Board of Directors shall be filled by the appointment of another Director by the Owner who originally appointed the Director being replaced, or, if such Owner does not appoint another Director within thirty (30) days after resignation of the Director being replaced, the other Owners may elect a replacement Director.

ARTICLE XI  
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/her in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he/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. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a Director or officer admits that he/she is or is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, the

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indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI 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 XII BYLAWS

The Bylaws shall be adopted by the first Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

## ARTICLE XIII AMENDMENTS

A. These Articles may be amended only by an instrument in writing signed by the incorporator of these Articles and filed in the Office of the Secretary of State of the State of Florida.

B. These Articles may be amended solely by a majority vote of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

C. These Articles may be amended in the following manner:

1. (a) 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 at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one 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 within the time and in the manner provided in the Bylaws for the giving of notice of meetings.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the total voting interests present at such meeting.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members and all members of the Board setting forth their intention that an amendment to the Articles be adopted.

D. These Articles may not be amended without the written consent of a majority of the members of the Board.

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E. Notwithstanding any provisions of this Article XIII to the contrary, these Articles shall not be amended in any manner which shall prejudice the rights of (i) ASO's in connection with the Common Property Work without the prior written consent of ASO; and (ii) any "Institutional Mortgagee" (as such term is defined in the Declaration) without the prior written consent of such Institutional Mortgagee.

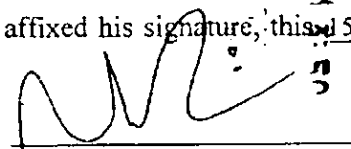
F. Notwithstanding the foregoing provisions of this Article XIII, no amendment to these Articles shall be adopted which shall abridge, amend or alter the rights of the Owners to designate and select members of the Board or otherwise designate and select Directors as provided in Article X hereof.

G. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE XIV  
REGISTERED OFFICE AND REGISTERED AGENT

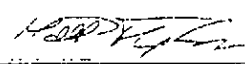
The street address of the initial registered office of the Association is c/o Nelson Mullins Broad and Cassel, attention: Matthew Thompson, 1905 NW Corporate Boulevard, Suite 310, Boca Raton, FL 33431 and the initial registered agent of the Association at that address shall be BRCA, LLC.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 5th day of December, 2021.

  
Robert Rabin

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XIV of these Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

BRCA, LLC

By:   
Name: Matthew M. Thompson  
Title: Manager  
Dated: December 15, 2021.