

N22000001673

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

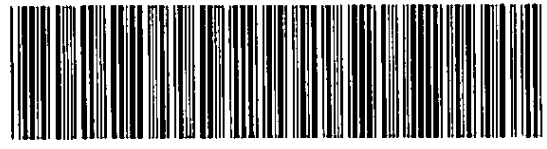
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500380781975

*W*  
2/18/22

RECEIVED - 2 PM 3:53  
FEB 18 2022  
STATE OF ARIZONA

2

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOPS AT SURFSIDE OWNERS ASSOCIATION, INC.**  
*A Florida Not-For-Profit Corporation*

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

**ARTICLE I**  
**Corporate Name**

The name of the Corporation is SHOPS AT SURFSIDE OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter called the "Association."

**ARTICLE II**  
**Address**

The initial mailing address of the Association shall be c/o Colliers 7150 NW 51 Terrace, Coconut Creek, FL 33073. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III**  
**Registered Agent**

Antonio B. Brown whose address is c/o Colliers 7150 NW 51 Terrace, Coconut Creek, FL 33073, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**  
**Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors, or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and control of the commercial shopping center, common areas and improvements (as defined in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS and amendments thereto, referred to hereinafter as the "Declaration") according to the provisions of the Declaration, within that certain plat of all phases now existing or hereafter formed, recorded among the public records of Lee County, Florida, to wit:

2022 FEB -2 AM 10:52  
FILED

The Shops at Surfside is a commercial retail development and to promote the shopping center within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association, including bringing legal actions to sue for demands in courts of law, and to be sued in courts of law;

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association (including promulgating rules and regulations) as set forth in that certain Declaration applicable to the property and recorded in the Public Records of Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety;

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to: all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association, including, but not limited to, all county, district or municipal properties of and to the extent permitted by any governmental authority which are located within or in a reasonable proximity to the Property to the extent that their deterioration would adversely affect the appearance of the Property; to maintain any easement benefitting the Property;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(j) To borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(k) To dedicate, sell, convey or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in

2002 FEB -2 AM 3:52  
FEB 11 2002

the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(m) To operate and maintain the Common Area, including, but not limited to, any Stormwater/Surface Water Management System as permitted by the applicable Water Management District, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, wetland mitigation areas, and related appurtenances, including, but not limited to, contracting for services to the same by a maintenance company.

(n) The Association shall levy and collect adequate assessments against indebtedness of the Association for the costs of maintenance and operation of the Common Areas and the Stormwater/Surface Water Management System, and for other purposes deemed necessary by the Board of Directors. The assessments shall be used for the maintenance and repair of the Common Areas and the Stormwater/Surface Water Management Systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

(o) To carry out any and all other responsibilities which in its determination are desirable or necessary to carry out the intent of the Declaration, these Articles, the Bylaws, or any rules and regulations promulgated by the Association.

**ARTICLE V  
Membership**

Section 1. Membership Generally: No person except an Owner or a Declarant, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Declarant shall be members of the Association.

Section 2. Membership: The Declarant and an Owner as defined in the Declaration, shall be members of the Association.

**ARTICLE VI  
Voting Rights**

Section 1. Voting. All members shall be entitled to the allocated voted as set forth in the Declaration. If more than one (1) person holds record title to a Parcel, there shall be the allocated vote cast with respect to such Parcel, exercised as Owners determine among themselves.

**ARTICLE VII  
Board of Directors**

The affairs of the Association shall be managed and governed by a Board of Directors consisting of

RECORDED  
22 FEB -2 AM '02  
11:11 AM '02



**ARTICLE X**  
**Bylaws**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote as set forth in the Bylaws.

**ARTICLE XI**  
**Dissolution**

The Association may be dissolved upon written assent signed by all of the members (unanimous). Upon dissolution of the Association, other than incident to a merger or consolidation of the Association with another such association, the assets of the Association, including Common Areas and the Stormwater/Surface Water Management System, shall be dedicated or conveyed to an appropriate public agency, public utility, or governmental unit to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

**ARTICLE XII**  
**Existence and Duration**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations. The Association shall exist in perpetuity.

**ARTICLE XIII**  
**Amendments**

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

Section 1. 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.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than two thirds (2/3s) of the votes of the entire membership of the Association. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members. A copy of each amendment shall be certified by the Secretary of State or his successor.

RECORDED  
2022 FEB -2 AM 3:52  
P. 10 - 213



