

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

2/18/22

202 FEB -2 AM 3:53
Clerk of Court
Clerk of Court

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:

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

2022 FEB -2 AM 3:52
FILED

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

amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Director 1	Antonio B. Brown
Director 2	Henry Ferszt
Director 3	Michael Oberski

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. Officers may hold more than one office at the same time, except that the President cannot also be the Secretary at the same time. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President:	Antonio B. Brown	c/o Colliers 7150 NW 51 Terrace Coconut Creek, FL 33073
Vice President:	Henry Ferszt	c/o Colliers 7150 NW 51 Terrace Coconut Creek, FL 33073
Secretary:	Michael Oberski	c/o Colliers 7150 NW 51 Terrace Coconut Creek, FL 33073
Treasurer:	Antonio B. Brown	c/o Colliers 7150 NW 51 Terrace Coconut Creek, FL 33073

2022 FEB -2 AM 3:52
RECEIVED
SECRETARY

ARTICLE IX

Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of 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 of the Association, or by reason of his having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

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.

ARTICLE XIV

Incorporators

The name and address of the incorporator of these Articles of Incorporation are as follows:

Antonio B. Brown c/o Colliers 7150 NW 51 Terrace
Coconut Creek, FL 33073

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 28 day of January, 2022.

INCORPORATOR:

Antonio B. Brown

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 28 day of January, 2022 by Antonio B. Brown, who is personally known to me or who has produced (type of identification) as identification.

[Notary Seal]

Name typed, printed or stamped
My Commission Expires:

08-27-2023



Viviana Franco
Comm. #GG354913
Expires: August 27, 2023
Bonded Thru Aaron Notary

2022 FEB -2 AM 3:52
CSC
TALL

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
SHOPS AT SURFSIDE OWNERS ASSOCIATION, INC.
2. The name and address of the registered agent and office is:

Antonio B. Brown

c/o Colliers 7150 NW 51 Terrace
Coconut Creek, FL 33073

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Antonio B. Brown

2022 FEB -2 AM 3:52
RECEIVED
MAIL ROOM