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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Sunlake Business Center Property Owners Association, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION FOR  
Sunlake Business Center Property Owners Association, Inc.  
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I. - NAME**

The name of the corporation shall be Sunlake Business Center Property Owners Association, Inc., a Florida not-for-profit corporation (the "Association").

**ARTICLE II. - DEFINITIONS**

Except as otherwise defined herein, capitalized terms defined in the Declaration of Covenants, Conditions, Restrictions, and Easements for Sunlake Business Center (the "**Declaration**") recorded, or to be recorded, among the Public Records of Pasco County, Florida by **SFG INDUSTRIAL LUTZ, LLC**, a Delaware limited liability company (the "**Declarant**") shall have the same meaning or definition as the meaning or definition ascribed thereto in the Declaration when used in these Articles.

**ARTICLE III. - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business of the corporation shall be 3280 Peachtree Road NE, Suite 2770, Atlanta, GA 30305. The registered office and mailing address of the corporation shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

**ARTICLE IV. - PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To own and maintain, repair and replace the Common Area and other items, including landscaping, storm water retention systems, private roadways, detention ponds, and other improvements in and/or benefiting said Common Area, for which the obligation to maintain and repair has been delegated and accepted.

2. To control the specifications, architecture, design, appearance, elevation and location of all buildings and improvements as provided in the Declaration, which may include walls, fences, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

3. To operate without profit for the benefit of its Members.

4. To perform those functions granted to or reserved by the Association in the Declaration.

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### **ARTICLE V.- GENERAL POWERS**

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To affix assessments to be levied against Parcels within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

5. To pay taxes and other charges, if any, on or against the Common Area.

6. To have all express powers conferred upon the Association by the Declaration and Chapter 617, Florida Statutes, except as prohibited herein.

7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

8. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property.

9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

10. To sue and be sued.

11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

12. To operate and maintain storm water retention system facilities, including all detention ponds, inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by any applicable governmental agencies, and to contract for services to provide for such operation and maintenance.

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13. To contract for services for the operation, maintenance, and management of Common Area and all other property dedicated to or maintained by the Association.

14. To mortgage or convey Common Area with the affirmative vote of the Members under the voting rules herein.

#### **ARTICLE VI. - MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

#### **ARTICLE VII. - MEMBERS**

1. Every Owner of a Parcel which is subject to Assessment (the "**Members**") shall be a Member of the Association and subject to the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to Assessment.

2. The Association shall have two classes of voting membership:

a. Class A. Class "A" Members shall be all Owners except the Class "B" Member, if any. Each Class "A" Member shall have one (1) vote for each whole acre of land contained within the Parcel in which it holds the interest required for membership under Section 2.1 of the Declaration, provided that if any Parcel shall have an area of less than one acre, the Class "A" Member that is the Owner of such parcel shall have one (1) vote. No votes shall be exercised for any portion of the Property which is exempt from assessment under Section 8.10 of the Declaration. All Class "A" votes shall be cast as provided in Section 2.3 of the Declaration.

b. Class B. The sole Class "B" Member shall be Declarant. The rights of the Class "B" Member, including the right to approve, or withhold approval of, actions proposed under the Declaration, the By-Laws and the Articles, are specified in the relevant sections of the Declaration, the By-Laws and the Articles. The Class "B" Member may appoint one (1) member of the Board, and any matter before the Board and the Members shall require the approval of the Class "B" Member, until the first to occur of the following:

- i. the Development Period ends; or
- ii. when, in its sole discretion, the Class "B" Member voluntarily relinquishes such right.

Upon the expiration or termination of the Class "B" Member's rights, the Class "B" membership shall cease, and Declarant shall (x) be obligated to unilaterally relinquish its rights under the Declaration and terminate the Development Period by recording a written instrument in the Public Records and (y) become a Class "A" Member.

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### **ARTICLE VIII. – DIRECTORS**

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The members of the initial Board of Directors and their street addresses are:

Neal Moskowitz	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305
Bryan Blasingame	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305
Jack Altmeyer	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305

Members of the Board of Directors appointed by the Declarant or its designated successor or assigns need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

The Owner of each Parcel within the Property shall be represented on the Board by one (1) director who shall cast all of such Owner's votes on any matter coming before the Board. Simultaneously with its acquisition of a Parcel, each Owner shall by written notice to the secretary of the Association provide the name and contact information for the individual who will serve as such Owner's director (and, if such Owner desires, an alternate to attend Board meetings when the primary director is unavailable). A director may not vote less than the entirety of the votes they represent on any matter coming before the Board. If there is more than one (1) Owner of a Parcel, the votes for such Parcel shall be exercised by a single member of the Board representing the Parcel of such Owners. No votes shall be exercised on behalf of any Parcel if any Assessment for such Parcel is delinquent.

### **ARTICLE IX.- OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:	Neal Moskowitz
Vice President:	Bryan Blasingame
Secretary/Treasurer:	John D. Altmeyer

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#### **ARTICLE X – MEMBERSHIP**

Every Owner shall be a Member of the Association. There shall be only one (1) membership per Parcel. If a Parcel is owned by more than one (1) Person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions on voting set forth herein and in the By-Laws. The membership rights of an Owner which is not a natural person may be exercised by any officer, director, member, manager, partner or trustee of such Owner, or by any individual designated from time to time by the Owner in a written instrument provided to the secretary of the Association.

#### **ARTICLE XI– REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS**

The street and mailing address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial Registered Agent at such address is Corporation Service Company.

#### **ARTICLE XII.- CORPORATE EXISTENCE**

The Association shall have perpetual existence. If the Association is dissolved, the control or right of access to the property containing the storm water retention system facilities and other dedicated property and related infrastructure shall be conveyed or dedicated to an appropriate governmental unit or public unit and that if not, then the storm water retention system facilities shall be conveyed to a non-profit corporation similar to the Association. In addition, if the Association is dissolved, property dedicated to the Association and corresponding infrastructure will be conveyed or dedicated to a similar not-for-profit organization or entity for continued maintenance and operation.

#### **ARTICLE XIII. - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles.

#### **ARTICLE XIV. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

For so long as Declarant is the Class B Member, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except as provided herein and except to the extent limited by applicable law as of the date the Declaration is recorded. From and after the expiration of Declarant's Class B membership, amendment of these Articles requires the approval of at least sixty-seven percent (67%) of the total Class "A" votes in the Association, and, during the Development Period, the written consent of Declarant. Notwithstanding the foregoing, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Notwithstanding anything to the contrary herein contained, amendments that are not inconsistent with the requirements of the Declaration and solely for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any

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other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the By-laws of this Association may not be amended except as provided in the By-laws.

#### **ARTICLE XV. - INDEMNIFICATION OF DIRECTORS AND MEMBERS**

1. The Association hereby indemnifies any Director or Class B Member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Class B Member of the Association, or in his capacity as a Director, Class B Member, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Class B Member did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Class B Member of the Association, or by reason of his being or having been a Director, Class B Member, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or Class B Member seeks indemnification were properly incurred and whether such Director or Class B Member acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

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3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**ARTICLE XVI. - TRANSACTIONS IN WHICH DIRECTORS OR MEMBERS ARE INTERESTED**

1. With the exception of Directors and Class B Members, any financial or familial interest of a Class B Member or Director in any contract or transaction between the Association and one (1) or more of its Directors or Members, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Class B Members are directors or Members, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Class B Member is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Class B Member of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

**ARTICLE XVII. - DISSOLUTION**

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency 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 other organization to be devoted to such similar purposes.

Unless otherwise provided by Florida law, the Association may be dissolved by a vote of at least ninety percent (90%) of the total Parcels within the Property; provided however, regardless of the provisions of Florida law, until the termination of Class "B" membership, the Association may not be dissolved without the prior written consent of Declarant.

**ARTICLE XVII - INCORPORATOR**

The name and address of the Incorporator is:

Name: SFG Industrial Lutz, LLC  
Address: c/o Corporation Service Company,  
1201 Hays Street  
Tallahassee, Florida, 32301

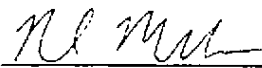
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as  
Incorporator thereof this 10th day of August, 2022.

SFG Industrial Lutz, LLC,  
a Delaware limited liability company

By:   
Name: Neal Moskowitz  
Title: Vice President

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### REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Sunlake Business Center Property Owners Association, Inc. this 10th day of August, 2022.

Corporation Service Company

By: Ashley Isbert

Name: Ashley Isbert

Title: Assistant VP

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