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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**South Florida Gateway Property Owners Association, I**

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**ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA GATEWAY PROPERTY OWNERS ASSOCIATION, INC.  
(a corporation not-for-profit)**

**I. NAME AND DEFINITIONS.**

The name of this corporation shall be South Florida Gateway Property Owners Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for South Florida Gateway PUD to be recorded in the public records of Martin County, Florida (the "Declaration").

**II. PRINCIPAL OFFICE AND MAILING ADDRESS.**

The location of the corporation's principal office and its mailing address shall be 105 NE 1<sup>st</sup> Street, Delray Beach, FL 33444, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

**III. PURPOSES.**

The general nature, objects and purposes of the Association are: To perform all lawful functions contemplated for the Association as a Florida corporation not-for-profit, pursuant to and in accordance with the terms and conditions of the Declaration.

**IV. GENERAL POWERS.**

The general powers that the Association shall have are as follows: To perform all lawful activities in connection with administering the Declaration according to the terms thereof.

**V. MEMBERS.**

The members ("Members") of the Association shall be as provided in the Declaration.

**VI. VOTING AND ASSESSMENTS.**

A. The number of votes to which each Member is entitled shall be set forth in the Bylaws.

B. The Association will obtain funds with which to operate by assessment of the Owners in accordance with the provisions of the Declaration.

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**VII. BOARD OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) persons. Eligibility of Directors as well as the procedures and requirements for appointing and/or electing Directors shall be set forth in the Bylaws.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

James P. Harvey  
14025 Riveredge Drive, Suite 175  
Tampa, FL 33637

Timothy Smith  
105 NE 1st St.  
Delray Beach FL 33444

Michael Caputo  
105 NE 1st St.  
Delray Beach FL 33444

**VIII. 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 may from time to time by resolution create. Any two (2) 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 procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President	James P. Harvey
Vice President	Timothy Smith
Treasurer and Secretary	Michael Caputo

**IX. CORPORATE EXISTENCE.**

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

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**X. BYLAWS.**

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by written resolution of the Board of Directors.

**XI. AMENDMENTS TO ARTICLES OF INCORPORATION.**

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to these Articles. Notwithstanding the foregoing, no amendment to these Articles shall affect the rights of Foundry South Florida Gateway, LLC, a Delaware limited liability company, and its successors and assigns ("Foundry") to appoint Directors pursuant to the Declaration, these Articles, or Bylaws, unless such amendment receives the written consent and joinder of Foundry, which consent may be withheld for any reason whatsoever.

**XII. INCORPORATOR.**

The name and address of the Incorporator is as follows:

Tyrone T. Bongard, Esq.  
Gunster, Yoakley & Stewart, P.A.  
777 S. Flagler Drive, Suite 500  
West Palm Beach, FL 33401

**XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. 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 an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, 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 reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, 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 grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

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2. 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 officer of the Association, or by reason of his being or having been a director, officer, 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 reasonable 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 interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross 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.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith 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.

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

#### XIV. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a written resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the

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event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 22<sup>nd</sup> day of August, 2022.

Tyrone T. Bongard  
Tyrone T. Bongard, Incorporator

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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SOUTH FLORIDA GATEWAY PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED CORPORATION SERVICE COMPANY, WHOSE ADDRESS IS 1201 HAYS STREET, TALLAHASSEE, FLORIDA 32301, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

SOUTH FLORIDA GATEWAY  
PROPERTY OWNERS ASSOCIATION,  
INC.

By: Tyrone T. Bongard  
Tyrone T. Bongard, Incorporator  
Dated: August 22, 2022

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Registered Agent:

CORPORATION SERVICE COMPANY

By: Dawn McDevitt  
Name: Dawn McDevitt  
Its: Assistant Vice President  
Dated: August 22, 2022

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