

N22000010860

(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



300393308393

S. CHATHAM
SEP 22 2022

2022 SEP 20 PM 1:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:01

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 09/20/2022

Acc#I20160000072

en: c DW

Name:	SUMMERBROOK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC.
Document #:	
Order #:	14549586

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 78.75

Thank you!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:01

**ARTICLES OF INCORPORATION
OF
SUMMERBROOK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC.**

The undersigned, acting as the Incorporator of this corporation pursuant to Chapter 617, Florida Statutes, (the "Act") hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation (the "Articles") for such corporation:

ARTICLE I - NAME

Section 1.1. The name of the corporation shall be SUMMERBROOK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II - DURATION

Section 2.1. The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III - DEFINITIONS

Section 3.1. Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration for Summerbrook Commercial recorded or to be recorded in the Public Records of Brevard County, Florida, as it may be amended or supplemented from time to time (the "Declaration"), which pertains to the Land, as defined in the Declaration.

**ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE AND
MAILING ADDRESS OF ASSOCIATION**

Section 4.1. The principal office address and the mailing address of the Association shall be 4053 Maple Road, Amherst, New York 14226.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

Section 5.1. The initial street address of the registered office of this Corporation in the State of Florida shall be 10151 Deerwood Park Boulevard, Building 300, Suite 300, Jacksonville, Florida 32256. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Lippes Mathias LLP. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - PURPOSE AND POWERS OF THE ASSOCIATION

Section 6.1. The Association is organized to provide for the acquisition, construction, management, maintenance, and care of, including the preservation and architectural control of, the Land, and to promote the health, safety and general welfare of the members of the Association. The Association shall have all the powers of a nonprofit corporation organized under the laws of the

State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the Declaration; provided, however, that the Association is specifically prohibited from engaging in any political activity or any other activity whereby its status as a not-for-profit corporation or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the members and for the maintenance, administration and improvement of the Land. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Declaration, these Articles of Incorporation or the Bylaws. The Association shall not pay dividends and no part of any income or net earnings of the Association shall be distributed to its members, directors, officers or other private individual.

ARTICLE VII - MEMBERSHIP

Section 7.1. Membership. Each Owner, including the Declarant, shall be a member of the Association. No Owner, whether one (1) or more persons, shall have more than one (1) membership per Lot owned. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a member of the Association. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer of a membership in the Association shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. The membership of an Owner in the Association shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the Declaration, and/or the Bylaws.

Section 7.2. Voting Rights. The voting rights of members in the Association shall be as set forth in the Declaration and the Bylaws, as the same may be amended from time to time.

ARTICLE VIII - BOARD OF DIRECTORS

Section 8.1. The business and affairs of the Association shall be managed by a Board of Directors as provided in the Declaration and Bylaws. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles of Incorporation and the Bylaws are:

<u>Name</u>	<u>Address</u>
Martin J. DelleBovi	4053 Maple Road Amherst, New York 14226
John F. Rehak, Jr.	4053 Maple Road Amherst, New York 14226

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:01
2

Steven J. Longo

4053 Maple Road
Amherst, New York 14226

The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX - OFFICERS

Section 9.1. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Steven J. Longo	4053 Maple Road Amherst, New York 14226
Secretary	Martin J. DelleBovi	4053 Maple Road Amherst, New York 14226
Treasurer	John F. Rehak, Jr.	4053 Maple Road Amherst, New York 14226

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:01

ARTICLE X - INDEMNIFICATION

Section 10.1. The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XI - BYLAWS

Section 11.1. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENTS

Section 12.1. Notice. Amendments to these Articles shall be proposed and approved by a simple majority of the Board of Directors unless the approval of the membership of the Association is required under the Declaration, in which case the members must approve said amendment. No amendment shall be effective until filed with the office of the Secretary of State of the State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Brevard County, Florida.

Section 12.2. Proviso. No amendment to these Articles may be adopted which would eliminate, modify, prejudice, abridge, or otherwise adversely affect any rights, benefits, privileges, or priorities granted or reserved to the Declarant or mortgagees of Lots without the consent of said Declarant or mortgagees in each instance. No amendment shall be made that is in conflict with the Act or the Declaration.

Section 12.3. Declarant Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

ARTICLE XIII - INCORPORATOR

Section 13.1. The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Steven J. Longo	4053 Maple Road Amherst, New York 14226

ARTICLE XIV - NONSTOCK CORPORATION

Section 14.1. The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XV - DISSOLUTION & MUNICIPAL LIMITS

Section 15.1. In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion. Notwithstanding the foregoing or any term or provision to the

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:12

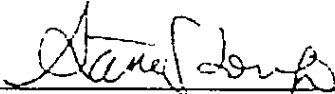
contrary herein, the City shall not be required to take title to operate any of the Common Elements or Association Property upon such dissolution. This Article may not be amended or terminated without consent of the City.

[Signature Page Follows; Remainder of Page Intentionally Left Blank]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:12

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation this 16 day of September, 2022.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Steven J. Longo, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:12

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

SUMMERBROOK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 10151 Deerwood Park Boulevard, Building 300, Suite 300, Jacksonville, Florida 32256, has named Lippes Mathias LLP, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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 I am familiar with and accept the obligations of my position as registered agent.

LIPPES MATHIAS LLP

By: 

Name: Christopher Walker

Title: Registered Agent

Date: September 20, 2022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
22 SEP 20 PM 3:12