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FLORIDA PROFIT/NON PROFIT CORPORATION
Live! Resorts Pompano Property Owners Association, I

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ARTICLES OF INCORPORATION
OF
LIVE! RESORTS POMPANO PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Not-for-Profit Corporation)

In compliance with the requirements of Chapter 617, Florida Statutes the undersigned, a resident of the State of Maryland, of full age, and for the purpose of forming a corporation, not-for-profit, does hereby certify as follows:

ARTICLE I

Name

The name of the corporation is **Live! Resorts Pompano Property Owners Association, Inc.** (hereafter called the "Association").

ARTICLE II

Office

The street address of the initial principal office and the initial mailing address of the Association is 601 East Pratt Street, 6th Floor, Baltimore, MD 21202; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors of the Association (the "**Board**").

ARTICLE III

Registered Agent

The initial registered agent of the Association shall be Corporation Service Company at 1201 Hays Street, Tallahassee, Florida 32301-2525.

ARTICLE IV

Definitions

All capitalized terms used herein which are not otherwise defined herein shall have the meaning assigned to them in the Master Declaration of Easements, Covenants and Restrictions for Live! Resorts Pompano recorded or to be recorded in the Public Records of Broward County, Florida, as amended and supplemented from time to time (the "**Declaration**"), unless the context indicates otherwise.

ARTICLE V

Purpose and Powers of the Association

Section 1. The Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which the Association is formed are to operate as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes; to be and constitute the Association to which reference is made in the Declaration; to provide for maintenance, preservation and architectural control of portions of the Property, and any additions thereto, as may hereafter be brought within the jurisdiction of the Association pursuant to the Declaration; to levy and collect assessments in the manner provided in the Declaration and as provided by law; to own, hold, operate, manage, maintain, repair, replace, and take such other actions for such portions of the Property as may be conveyed to the Association pursuant to the Declaration and to operate, manage, maintain, repair, replace, and take such other actions for such other real or personal property pursuant to the Declaration; and to exercise all rights and powers and to perform such other duties and discharge such other responsibilities and obligations, as may be imposed upon, or granted, assigned, or delegated to, or otherwise permitted to be exercised by, the Association pursuant to the Declaration and as provided by law.

(a) The Association shall have all of the powers reasonably necessary to implement the purposes of the Association as conferred by law including, without limitation, the following:

1. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, repair, replace, enhance, monitor and model, sell, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any Improvements thereon in connection with the affairs of the Association.
2. To operate, manage, repair, replace and maintain Common Area, as may be required, permitted, or contemplated by the Declaration and to fulfill any reporting requirements with respect to the Common Area.
3. To make, establish and amend reasonable rules and regulations as may be required, permitted or contemplated by the Declaration governing the use of the Property and the Common Area.
4. To fix, levy, collect and by any lawful means enforce payment of all assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association.
5. To use the proceeds of the assessments in the exercise of its powers and duties.
6. To sue and be sued.
7. To enforce by legal means the provisions of the Declaration.

8. To employ personnel, agents or independent contractors, to contract for services and to delegate to such parties any and all powers of the Association, except those powers that are prohibited to be delegated pursuant to the Declaration or applicable law.
 9. To borrow money and to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.
 10. To dedicate, sell or transfer all or any part of the Common Area to the appropriate Governmental Authority or utility providers, if applicable, for such purposes and subject to such conditions as may be approved by the Board.
 11. To participate in mergers and consolidations with other not-for-profit corporations organized for the same purpose.
 12. To exercise architectural control over Improvements within the Property pursuant to the rights granted to the Declarant (or the Design Review Board as the case may be) in the Declaration.
 13. To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with, any other association, corporation or other entity or agency, whether public or private.
- (b) The Association shall have and exercise all of the powers and privileges and shall perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended or supplemented from time to time.
- (c) The Association shall have and exercise any and all common law and statutory powers, rights and privileges which a corporation organized under the not-for-profit corporation laws of the State of Florida may now or hereafter have or exercise, including, without limitation, those powers specifically set forth in Section 617.0302, Florida Statutes.
- (d) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article V.

Section 2. The Association shall make no distributions of income to its Members, directors or officers. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, all of which shall be approved by the Association before such reimbursement or compensation.

ARTICLE VI

Membership

Section 1. Every Owner shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Property Unit. If a Property Unit is owned by more than one person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions set forth in the Bylaws and in the Declaration, and all such co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

Section 2. The membership rights and privileges of an Owner who is a natural person may be exercised by the Owner or the Owner's spouse. The membership rights of an Owner which is not a natural person may be exercised by any officer, director, partner, or trustee, or by any other individual designated from time to time by the Owner in a written instrument provided to the secretary of the Association.

Section 3. The transfer of the membership of any Owner shall be established by the recording in the Public Records of Broward County, Florida, of a deed or other instrument transferring title to a Property Unit. Upon the recordation of such deed or other instrument, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument transferring title of the Property Unit. It shall be the responsibility and obligation of the former and new Owners of the Property Unit to provide a copy to the Association of such deed or other instrument.

Section 4. The interest of a Member in the funds, liabilities and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Property Unit owned by such Member.

ARTICLE VII

Voting Rights

Section 1. The Association shall have one class of membership.

Section 2. All Members shall be all Owners. The number of votes allocated to each Member shall be in accordance with the percentages provided in Section 3.5 of the Declaration, designating each Owner's Proportionate Share of Common Expenses. All votes shall be cast by the Member or its proxy.

Section 3. Prior to the Turnover Date (as defined in the Declaration), Declarant shall appoint all members to the Board of Directors, except as otherwise provided in the Bylaws. Prior to the Turnover Date, Declarant shall be entitled to appoint one (1) member of the Board. Declarant may assign and transfer its membership status to a successor developer that assumes the obligations, if any, of the Declarant under the Declaration by recordation in the Public Records of Broward County, Florida of such assignment. Declarant's membership shall terminate upon the earlier of two (2) years following the Turnover Date, or when, in its discretion, Declarant so determines and declares in a recorded instrument. Following the Turnover Date, Declarant shall

be entitled to votes for all Property Units which it owns. After the Turnover Date, Declarant shall continue to have the right to disapprove certain actions by the Association, the Board and any committee of the Association and to take certain actions in its sole discretion, but only as expressly provided in the Declaration and in the Bylaws.

Section 4.

(a) Declarant shall have the right, but not the obligation, until the Turnover Date, from time to time, within its sole and absolute discretion, to merge or consolidate the Association with any other property owners association.

(b) Following the Turnover Date, the Association may be merged with another association if approved by two-thirds (2/3) of the votes of Members of the Association present in person or by proxy at a duly constituted meeting or by written consent.

(c) Upon a merger or consolidation of the Association with another property owners association, the Association's Common Area rights and obligations may, by operation of law, be transferred to the surviving or consolidated association, or alternatively, the property, rights and obligations of another property owners association may, by operation of law, be added to the Common Area rights and obligations of the Association, as a surviving corporation pursuant to a merger. To the greatest extent practicable, the surviving or consolidated property owners association shall administer the covenants, conditions, easements and restrictions established by the Declaration within the Property, together with any surviving covenants and restrictions established upon any other properties as one scheme, but with such differences in the method or level of assessments to be levied upon the Property and the other properties as may be appropriate, taking into account the different nature or amount of services to be rendered to the owners thereof by the surviving or consolidated association. No such merger or consolidation, however, shall effect any revocation, change, or addition to the covenants established by the Declaration, except as expressly adopted in accordance with the terms hereof.

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ARTICLE VIII

Board of Directors

The affairs of the Association shall be managed by a Board of not less than three (3) directors, who, prior to Turnover (as defined in the Declaration), shall be appointed by Declarant, in its sole and absolute discretion, and shall serve such terms as may be established by Declarant at the time of their appointment. Following Turnover, directors shall be Members of the Association, elected by Members as set forth in the Declaration and the Bylaws, provided, however, Declarant shall be entitled to appoint one (1) member of the Board. The number of directors may be changed as provided in the Bylaws or by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan A. Cordish	601 East Pratt Street, 6 th Floor Baltimore, MD 21202
Blake L. Cordish	601 East Pratt Street, 6 th Floor Baltimore, MD 21202
Reed S. Cordish	601 East Pratt Street, 6 th Floor Baltimore, MD 21202

ARTICLE IX

Officers

Subject to the direction of the Board, the affairs of the Association shall be administered by a President, a Vice-President, a Secretary, and a Treasurer. Such officers shall be elected by the Board at its first meeting following each annual meeting of the Members of the Association. Officers shall serve without compensation at the pleasure of the Board. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of President and Vice-President shall not be held by the same person. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>TITLE(S)</u>	<u>ADDRESS</u>
Melissa Frank	President	601 East Pratt Street, 6 th Floor Baltimore, MD 21202
Kevin DiGrazia	Vice-President	601 East Pratt Street, 6 th Floor Baltimore, MD 21202
Ryan Border	Secretary/ Treasurer	601 East Pratt Street, 6 th Floor Baltimore, MD 21202

ARTICLE X

Dissolution

Prior to Turnover, the Association may be dissolved by a majority vote of the Board. Following Turnover, the Association may be dissolved with the approval of two-thirds (2/3) of the votes of Members present in person or by proxy at a duly constituted meeting of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the

Association shall be dedicated to the appropriate Government Authorities to be used for purposes similar to those for which the Association was created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication and acceptance is refused by the appropriate Government Authorities, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. Any portion of the Common Area which is maintained by the Association as part of the Surface Water or Stormwater Management System must be conveyed to an entity approved by the South Florida Water Management District, if required by its permit.

ARTICLE XI

Duration

The Association shall exist perpetually, unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with Secretary of State of the State of Florida.

ARTICLE XII

Indemnification

The Association shall indemnify any and all of its Board members, officers, committee members, employees and agents permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and attorneys' and paralegals' fees and costs actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a Board member, officer, committee member, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled pursuant to the Declaration or as a matter of law or which he or she may be lawfully granted.

ARTICLE XIII

Incorporator

The name and address of the incorporator is as follows:

Kevin DiGrazia
601 East Pratt Street, 6th Floor ;
Baltimore, MD 21202

ARTICLE XIV

Amendments

Prior to Turnover, the Declarant reserves the exclusive right to unilaterally amend or repeal any of the provisions of these Articles of Incorporation or any amendments hereto for any purpose, at any time and from time to time without the consent of any other Person, except as otherwise set forth in Section 7.8 of the Declaration. Thereafter, the Association shall have the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto, provided, however, that any such amendment shall be approved by two-thirds (2/3) of the votes of Members present in person or by proxy at a duly constituted meeting of the Association, except as otherwise set forth in Section 7.8 of the Declaration. Prior to Turnover, no amendment shall conflict with any provisions of the Declaration, nor amend, modify, alter or rescind any rights of the Declarant provided herein, without the express prior written consent of the Declarant, which may be granted or withheld in the Declarant's sole and absolute discretion. Any amendments to these Articles of Incorporation which affect the rights of the South Florida Water Management District shall be subject to the approval of the South Florida Water Management District, if required by its permit. Amendments to these Articles of Incorporation need only be filed with the Secretary of State and do not need to be recorded in the Public Records of the Broward County, Florida.

ARTICLE XV

Bylaws

The Bylaws of the Association shall be adopted by the first Board of the Association, which Bylaws may be altered, amended, modified or rescinded in the manner set forth in the Bylaws.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

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(S)
(S)
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IN WITNESS WHEREOF, for the purpose of forming this Not-for-Profit corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 5th day of December, 2022.

Signed, sealed and delivered
in the present of:

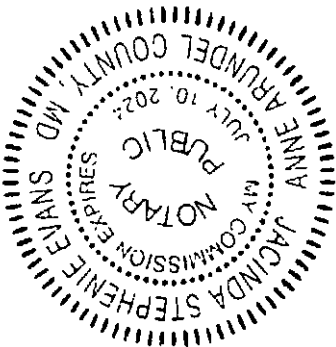
Nicole Milano-Fella
Print Name: Nicole Milano-Fella

Kevin DiGrazia
Kevin DiGrazia

Jan P. Renschberg
Print Name: Jan P. Renschberg

STATE OF MARYLAND
COUNTY OF Baltimore

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5 day of December, 2022, by Kevin DiGrazia, who is personally known to me or has produced _____ as identification (if left blank, then personally known to me).



Jan P. Renschberg
Notary Public, State of MARYLAND
Print Name: Jan P. Renschberg
My Commission Expires: July 10, 2027
Commission Number: _____

02/12/2027

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of the Florida not-for-profit Corporation Act, the following is submitted, in compliance with said statute:

That **Live! Resorts Pompano Property Owners Association, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Pompano, County of Broward, State of Florida, has named Corporation Service Company at 1201 Hays Street, Tallahassee, Florida 32301-2525, as its registered agent to accept service of process within Florida and to perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position of registered agent.

CORPORATION SERVICE COMPANY

By: 

Name:

Charlene Smith

Title:

Assistant Secretary

Date:

12/16/22