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FLORIDA PROFIT/NON PROFIT CORPORATION
COGAN PLAZA AT BAYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC.

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OF
COGAN PLAZA AT BAYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
COGAN PLAZA AT BAYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC.
(a corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida, for the formation of corporations not for profit, the undersigned hereby submits these Articles of Incorporation to the Florida Secretary of State.

ARTICLE I

NAME

The name of the corporation shall be COGAN PLAZA AT BAYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC. The corporation shall be hereinafter referred to as the "Association".

ARTICLE II

PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of a subdivision to be established by PALM BAY MEDICAL OFFICE CORPORATION, a Florida corporation, hereinafter called Developer, upon the following described property, situate, lying and being in Palm Bay, Brevard County, Florida, to-wit:

SEE EXHIBIT "A" (DESCRIPTION OF "PARENT PARCEL") ATTACHED HERETO
AND INCORPORATED HEREIN BY REFERENCE AND MADE A PART HEREOF

and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Parent Parcel and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Covenants, Conditions, and Restrictions of Cogan Plaza at Bayside Lakes (the "Declaration") which will be recorded in the Public Records of Brevard County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Parent Parcel. The Association shall be conducted as a nonprofit organization for the benefit of its members.

ARTICLE III

POWERS

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The Association shall have the following powers:

A. All of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these articles.

B. The Association shall have all of the powers and duties set forth in the Declaration of Covenants, Conditions, and Restrictions to be recorded in the Public Records of Brevard County, Florida, as it may be amended from time to time, and all of the powers and duties reasonably necessary to operate and maintain the Parent Parcel, including but not limited to those set forth below.

C. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. To make and establish reasonable rules and regulations governing the use of Lots and the common elements in the Parent Parcel as said terms may be defined in the Declaration.
2. To levy and collect assessments against members of the Association to defray the common expenses of the Lots and common elements in the Parent Parcel as may be provided in the Declaration and in the ByLaws of the Association (the "By-Laws") which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and management of the Parent Parcel and in accomplishing the purposes set forth in the Declaration.
3. To maintain, repair, replace, operate and manage the Parent Parcel and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Parent Parcel.
4. To contract for the management and maintenance of the Parent Parcel and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements.
5. To enforce the provisions of the Declaration, these Articles of Incorporation, the ByLaws which may be hereafter adopted, and the rules and regulations governing the use of the Parent Parcel as the same may be hereafter established.
6. To acquire title to property or otherwise hold, convey, lease, and mortgage Association property for the use and benefit of its members.

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7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

8. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system.

9. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system, on site, if any. The Bayside Lakes Commercial Center POA shall collect separate assessments for maintenance of an off-site master stormwater system serving the entire subdivision of Bayside Lakes Commercial Center, Phase 2, of which the Parent Parcel is a part.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject, by covenants of record, to assessment by this Association, shall be a member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a member. The requirement of membership shall not apply to any mortgagee or third person acquiring title by foreclosure or otherwise, pursuant to the mortgage instrument, or those hold by, through or under such mortgagee or third person. A "Lot" shall mean a portion of the Parent Parcel designated as an area upon which a building may be constructed as described in the Declaration.

ARTICLE V

VOTING RIGHTS

Each owner of a Lot shall be entitled to one vote for each Lot owned in Cogan Plaza at Bayside Lakes. The Developer shall exercise total control of the Association until the Developer transfers control of the Association to Lot owners other than the Developer which shall be:

- (a) Three (3) months after eighty (80%) percent of the Lots contained in the Parent Parcel have been conveyed by the Developer (or Successor Developer) to members, or
- (b) Upon the election of the Declarant or Successor Developer, or
- (c) Date: December 31, 2033

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ARTICLE VIDIRECTORS

The affairs of the Association shall be managed by the Board of Directors consisting of no less than three (3) Directors. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors as specified in the By-Laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Craig Deligdish, M.D.	1344 S Apollo Blvd., Ste 400 Melbourne, FL 32901
Lynn Maliak	1344 S Apollo Blvd., Ste 400 Melbourne, FL 32901
Mark Bobango	1344 S Apollo Blvd., Ste 400 Melbourne, FL 32901

ARTICLE VIIOFFICERS

The affairs of the Association shall be administered by the officers designated in the ByLaws of the Association. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated by the Board of Directors are as follows:

President:	Craig Deligdish, M.D. 1344 S Apollo Blvd., Ste 400 Melbourne, FL 32901
Secretary:	Craig Deligdish, M.D. 1344 S Apollo Blvd., Ste 400 Melbourne, FL 32901
Treasurer:	Craig Deligdish, M.D. 1344 S Apollo Blvd., Ste 400 Melbourne, FL 32901

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ARTICLE VIII

ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to the properties described in Article II may be made only in accordance with the provisions of the covenants, conditions, and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such properties. Where the applicable covenants require that certain additions are approved by this Association, such approval must have the assent of a majority of the votes of each class of membership who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least fourteen (14) days in advance and shall set forth the purpose of the meeting.

ARTICLE IX

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the maximum extent allowed by law.

ARTICLE X

BYLAWS

The original ByLaws of the Association shall be adopted by the Board of Directors and thereafter, such ByLaws may be altered or rescinded by the Board of Directors only in such manner as said ByLaws may provide.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

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2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the voting interests of the Association, except that for Article IX a resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than a majority of the voting interests of the Association.

3. In the alternative, an amendment may be made by an agreement signed and acknowledged by all members of the Association, in the manner required for the execution of a deed.

4. No amendment shall make any changes in, or be effective to impair or dilute any rights of members that are governed by the recorded covenants, conditions, and restrictions applicable to the Lots as, for example, qualification for membership and voting rights of members, which are part of the property interests created thereby.

5. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Brevard County, Florida.

6. Any amendment to these Articles or the Declaration which alter the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.

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 TALLAHASSEE, FL

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ARTICLE XII

DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 62-330, F.A.C. and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. Upon dissolution and liquidation of the Association, the Association shall adopt a plan of distribution that complies with Section 617.1406, *Florida Statutes*. After the payment of expenses and superior claims, remaining personal property and real property of the Association shall be distributed to the members in a manner that preserves to each member the benefits set forth in the Declaration.

ARTICLE XIIISUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

Craig Deligdish

1344 S. Apollo Blvd. Ste 400
Melbourne, FL 32901

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 13 day of March, 2023.

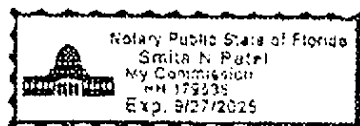
Craig Deligdish

Craig Deligdish, M.D.

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TALLAHASSEE, FL

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared by ☒ means of physical presence or ☐ online notarization, _____, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 13 day of March, 2023. He is personally known to me or has produced Driver License as identification.



Smrita N. Patel

NOTARY PUBLIC

My Commission Expires: 9/27/2025

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

COGAN PLAZA AT BAYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Palm Bay, County of Brevard, State of Florida, has named Craig Deligdish, M.D., 1344 S. Apollo Blvd. Ste 400., Melbourne, FL 32901, as its agent to accept service of process for the abovesaid corporation, at the place designated in this certificate, and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.



Craig Deligdish, M.D.

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EXHIBIT "A"

Legal Description of Parent Parcel

Lot 14, Bayside Lakes Commercial Center, Phase 2, according to the Plat thereof as recorded in Plat Book 45, Pages 82 through 84, of the Public Records of Brevard County, Florida.

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