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FLORIDA PROFIT/NON PROFIT CORPORATION
Wildewood Professional Park Owners' Association, Inc

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ARTICLES OF INCORPORATION
OF WILDEWOOD PROFESSIONAL PARK
OWNERS' ASSOCIATION, INC.

The Wildewood Professional Park Owners' Association, Inc., a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME PRIMARY ADDRESS

The name of the corporation shall be the Wildewood Professional Park Owners' Association, Inc., a Florida non-profit corporation (the "Association"). The primary address of the Association shall be 555 S. Osprey Ave., Sarasota, FL 34236. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II
PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions for Wildewood Professional Park recorded (or to be recorded) in the Public Records of Manatee County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or Individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, or to others even in the absence of a contract, except those which require specific approval of the Board of Directors or Members.

The Association shall have 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 and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

Definitions set forth in the Declaration are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel 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 an obligation shall not be a Member. Membership automatically terminates upon transfer of a Parcel. The Association may rely on a recorded deed as evidence of transfer of a Parcel and thereupon terminate the transferor's membership and recognize the membership of the transferee.

Section 2. Voting Rights. Each Member shall be entitled to one (1) vote for each Parcel in which they hold the interests required for membership by Section 1. When more than one person or entity holds such interest in any Parcel, all such persons shall be Members, and the vote for such Parcel shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Parcel.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 30% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declarations, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

Section 2. Election of Members of Board of Directors. Except as otherwise provided herein, directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All

directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 3. Duration of Office. Members elected to the Board of Directors shall be directors for three year terms (staggered) and shall hold office until the then applicable annual meeting of Members and thereafter until qualified successors are duly elected.

Section 4. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term, even to the extent such remaining directors constitute less than a quorum of the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one year and thereafter until qualified successors are duly elected. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a Director; other officers may or may not be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII

INDEMNIFICATION

Section 1. Upon demand, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless: (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association or in a manner constituting a criminal offense, or (b) a court otherwise determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he

believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe, that his conduct was unlawful. Should the Association incur costs of defense or indemnity on behalf of an individual pursuant to this provision and such individual is subsequently determined not to be entitled to indemnity, the individual shall reimburse the Association all such costs of defense and indemnity within ten (10) days written demand from the Association, and the Association shall be entitled to an action at law to recover all such amounts if not paid within such time.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

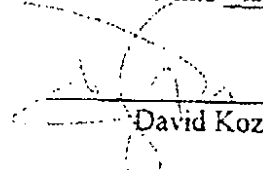
ARTICLE VIII **REGISTERED AGENT**

Until changed, Red Property Management LLC, Attn. Rachel Brodsky shall be the registered agent of the Association and the registered office shall be at 555 S. Osprey Avenue, Sarasota, FL 34236 for service of process upon the Association. The Board of Directors may change the registered agent and office from time to time as permitted by law.

ARTICLE IX **AMENDMENT**

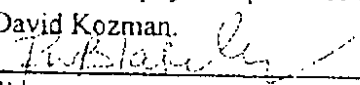
Amendments to these Articles of Incorporation must be proposed by majority vote of the Board of Directors and subsequently approved by a majority of the Association's total members, which approval may be given by vote at a duly noticed meeting or by written agreement in lieu of a meeting.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 21 day of September, 2023.

 (SEAL)
David Kozman

STATE OF Yosemite County, Nevada
COUNTY OF Yosemite

The foregoing instrument was acknowledged before by means of ☒ physical presence or
☐ online notarization me this 21 day of September, 2023 by David Kozman.


Notary Public

Print Name: Robert Blakely

My Commission Expires:

Personally Known X (OR) Produced Identification
Type of identification produced

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**A CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

WILDEWOOD PROFESSIONAL PARK OWNERS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Red Property Management LLC
Attn: Rachel Bradsky
555 S. Osprey Avenue
Sarasota, Florida 34236

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.

Dated this 21st day of September, 2023.

Red Property Management, LLC

By: [Signature]

Name: Rachel Bradsky

Its: Property Manager

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