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FLORIDA PROFIT/NON PROFIT CORPORATION

ATP HOA 1B, Inc.

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ARTICLES OF INCORPORATION
ATP HOA 1B, INC.

These Articles of Incorporation are made by ATP HOA 1B, Inc. as of the date of execution set forth herein.

I. Name.

The name of this corporation shall be ATP HOA 1B, Inc., hereinafter referred to as the "Association".

II. Address.

The street address of the initial principal office of the Association shall:

ATP HOA 1B, Inc.
8362 Pines Blvd., #288
Pembroke Pines, FL 33024

The initial Mailing address of the Association shall:

ATP HOA 1B, Inc.
c/o Ace Truck Parking
8362 Pines Blvd., #288
Pembroke Pines, FL 33024

III. Purposes.

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the Owners of Property within that area referred to in the Declaration of Covenants and Restrictions for the ATP HOA 1B Parking Operation to be recorded in the Public Records of Miami-Dade County, Florida.

B. To own, operate, maintain, repair, and replace the stormwater management system including, but not limited to the lakes, wetlands, and drainage facilities in accordance with the terms and conditions set forth in South Florida Water Management System Environmental Resource Permit number 13-108905-P, attached hereto as Exhibit A (hereinafter, collectively the "Permits"), and the structures, landscaping, and other improvements (hereinafter, the "Common Areas") in and/or benefitting ATP HOA 1B Parking Operation for which the obligation to maintain and repair has been delegated and accepted.

C. To meet all conditions associated with any wetland mitigation maintenance and monitoring program affecting the ATP HOA 1B Parking Operation.

D. To control the specifications, architecture, design, appearance, elevation and location of landscaping, off-site and on-site wetland mitigation areas, conservation easement areas and any infrastructure or features of the Surface Water Management System and other structures authorized and required by the Permits constructed, placed, or permitted to remain within the Common Areas in the ATP HOA 1B Parking Operation, as well as the alteration, improvement, addition and/or change thereto.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To operate without profit for the sole and exclusive benefit of its members.

G. To perform all the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions hereinabove described.

IV. General Powers.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association, including, but not limited to, the terms and conditions of the Permits.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in real or personal property, except to the extent restricted hereby: to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix and enforce assessments to be levied against the Property to defray expenses and the cost of effectuating the objects and purposes of the Association, and compliance with the terms and conditions of the Permits including the operation and maintenance of the Surface Water Management System, on-site and off-site wetland mitigation areas, conservation easement areas and other features and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user for use of Association Property when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges if any, on or against property owned or accepted by the Association.

H. To merge with any other Association, which may perform similar functions, located within the same general vicinity of the real property, described in the Declaration.

I. To sue and be sued.

J. To operate and maintain common property, including any Surface Water Management System permitted by the South Florida Water Management District.

K. In general, to have all power conferred upon a Corporation by the laws of the State of Florida pursuant to Section 617.0302, Florida Statutes and its amendments and successors, except as prohibited herein.

L. In general, to have all power conferred upon an association by the laws of the State of Florida pursuant to Section 718.114, Florida Statutes and its amendments and successors, except as prohibited herein.

V. Members.

A. The members shall consist of the Owners of the Property in the ATP HOA 1B Parking Operation as described in the Declaration as it may from time to time be amended.

B. "Owner", "Lot", "Property" and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid Declaration of Covenants and Restrictions for the ATP HOA 1B Parking Operation.

VI. Voting and Assessments.

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each acre of Property in which it holds the interest required for membership. When one or more persons holds such interest or interests in any Property, all such persons shall be members, and the vote(s) for such property shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any acre. There shall be fractional voting and all such fractions shall be rounded off to the nearest one-tenth (.1) of an acre. The votes for any Property cannot be divided for any issue and must be voted as a whole. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for the ATP HOA 1B Parking Operation or by law, the affirmative vote of the Owners of a majority of acres represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Owner shall have the right to appoint a majority of the Board of Directors until and upon the sale of the last parcel of Property of the ATP HOA 1B Parking Operation held for sale by Owner.

C. The Association will obtain funds with which to operate by assessment of its members owning Lots in accordance with the provisions of the Declaration of Covenants and

Restrictions for the ATP HOA JB Parking Operation, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

VII. Board of Directors.

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as Owner shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association and residents of the State of Florida. There shall be one (1) Director elected by the Association so long as the Owner has the right to appoint a majority of the Board of Directors. Elections shall be plurality vote. At the first annual election to the Board of Directors the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years. One (1) Director appointed by the Owner shall serve for a term of two (2) years, and one (1) Director appointed by the Owner shall serve for a term of one (1) year. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members which elected or appointed them. In no event can a Board member appointed by the Owner be removed except by action of the Owner. Any Director appointed by the Owner shall serve at the pleasure of the Owner, and may be removed from office, and a successor Director may be appointed at any time by the Owner.

B. The name and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 2024 and until their successors are elected or appointed and have qualified, are as follows:

	Name	Address
1.	Rodolfo Alvarez	8362 Pines Blvd., #288 Pembroke Pines, FL 33024
2.	Sebastian Alvarez	8362 Pines Blvd., #288 Pembroke Pines, FL 33024
3.	Maria Gonzalez	8362 Pines Blvd., #288 Pembroke Pines, FL 33024

VIII. Officers.

A. The officers of the Association shall be a President, a Vice President, and a Secretary, and such other officer 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 office of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2024 and until their successors are duly elected and qualified are:

President: Rodolfo Alvarez

Vice President: Sebastian Alvarez

Secretary: Maria Gonzalez

IX. Corporate Existence.

The Association shall have perpetual existence.

X. By-Laws.

The Board of Directors shall adopt By-Laws consistent with these Articles. Said By-Laws shall be in effect for 25 years and shall renew automatically for periods of no fewer than 10 years per automatic renewal

XI. Amendment to Articles of Incorporation.

A. These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting Owner or its successors or assigns as Owner of the ATP HOA 1A Parking Operation (as the same defined in the Declaration of Covenants and Restrictions for ATP HOA 1A Parking Operation) shall be effective without the prior written consent of said Owner or its successors or assigns.

B. Any amendment to these Articles that would affect the Surface Water Management System and the Common Areas containing water management features, structures, and equipment must be submitted to the South Florida Water Management District for determination of whether the amendment necessitates a modification of the Surface Water Management System permit.

XII. Incorporators.

The names and residence addresses of the incorporators are as follows:

	Name	Address
1.	Rodolfo Alvarez	8362 Pines Blvd., #288 Pembroke Pines, FL 33024

XIII. Indemnifications of Officers and Directors.

A. 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 of 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 attorney's fees, actually and necessarily incurred as a result of such action, suit or proceedings, without reasonable ground for belief that such action was unlawful. The

termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon 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 interests of the Association or that he had reasonable grounds for belief that such action was unlawful

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 attorney's 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 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 seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest 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. Transaction in Which Directors or Officers Are Interested.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participated in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

XV. Dissolution of the Association.

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

1. The real property comprising the Surface Water Management System and the Common Areas containing water management features, structures, and equipment shall be conveyed to a county or local government that is deemed acceptable by the South Florida Water Management District.

2. In the event that the local government declines to accept the conveyance set forth above, the real property comprising the Surface Water Management System and the Common Areas containing water management features, structures, and equipment shall be dedicated to a similar non-profit corporation.

3. Real property contributed to the Association without the receipt of other than nominal consideration by the Owner (or its predecessor interest) shall be returned to Owner unless it refuses to accept the conveyance (in whole or in part).

4. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import and approved by two-thirds (2/3) of the voting rights of the Association's members.

XVI. Registered Agent.

The initial registered agent of the Association shall be Maria Gonzalez, with an address of 8362 Pines Blvd #288 Pembroke Pines Fl, 33024. The registered agent shall maintain copies of all permitting actions for the benefit of the Association.

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IN WITNESS THEREOF, the undersigned Incorporator has signed these Articles on this 5th day of February, 2024.

DecSigned by:
Rodolfo Alvarez
Rodolfo Alvarez, Incorporator

ACKNOWLEDGMENT:

Having been named as registered agent for the above-stated Corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.

DecSigned by:
By: Maria Gonzalez
D1F8E54B087D427...

Print Name: Maria Gonzalez

Title: Registered Agent

Dated: February 6, 2024 | 2:50:13 PM PST