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FLORIDA PROFIT/NON PROFIT CORPORATION
Titusville Commons Commercial Owners Association, Inc

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**ARTICLES OF INCORPORATION
OF
TITUSVILLE COMMONS COMMERCIAL OWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, wishing to form a corporation, not for profit, under Chapter 617 (Florida Not For Profit Corporation as may be amended) (the "Act"), of the Florida Statutes does hereby adopt the following Articles of Incorporation.

ARTICLE 1
Definitions

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings, or if not defined below as defined in the Declaration:

1. **"Articles"** means these Articles of Incorporation and any amendments hereto.
2. **"Assessments"** means the assessments for which all owners are obligated to the Association and any and all assessments which are levied by the Association in accordance with the Governing Documents.
3. **"Association"** means Titusville Commons Commercial Owners Association, Inc., a Florida not for profit corporation.
4. **"Board"** means the Board of Directors of the Association.
5. **"By-laws"** means the By-Laws of the Association and any amendments thereto.
6. **"Commercial Subdivision"** shall mean that certain non-residential minor Commercial subdivision that subdivides the Property into lots which has been or will be filed with City of Titusville, Florida and known as Titusville Commons.
7. **"County"** means Brevard County, Florida.
8. **"Declaration"** means the Declaration of Covenants, Conditions, Restrictions and Easements, which is intended to be recorded amongst the Public Records of Brevard County, Florida and any amendments thereto.
9. **"District"** means the St. Johns River Water Management District.
10. **"Governing Documents"** means in the aggregate the Declaration, the Articles and the By-laws, the Commercial Subdivision and any additional plat, and all the instruments and documents referred to therein.
11. **"Lot" or "Lots"** shall mean each separately identified parcel of real property now constituting a part of the property depicted on the Commercial Subdivision and any future subdivisions thereof.

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12. "Owner" or "Owners" shall mean the natural person(s) or entity and any and all successors or assigns of such natural person(s) or entity that holds fee simple title to a Lot, but not including the holder of any lien or encumbrance on such Lot.

ARTICLE 2
Name And Location

The name of the corporation shall be Titusville Commons Commercial Owners Association, Inc., a Florida not for profit corporation. The principal office shall be at 145 Lincoln Avenue, Suite 8, Winter Park, Florida 32789.

ARTICLE 3
Purpose Of The Association

The Association does not contemplate pecuniary gain or profit to the members thereof; and the specific purpose for which this corporation is organized is:

To carry out all requirements of the Association that are set forth in the Declaration to be recorded in the Public Records of Brevard County, Florida, as amended from time to time and the operation, repair, replacement, and maintenance of the Common Area including but not limited to the operation, maintenance, repair, and replacement of the Water Detention and Drainage Facilities; Sewer Facilities and such other responsibilities as the Association may deem necessary from time to time.

ARTICLE 4
Powers Of The Association

The Association shall have all the rights, powers, duties and functions of a governing Association as set forth in the Act now, or hereafter in effect and all powers and duties reasonably necessary to administer, govern and maintain the Property described in the Declaration as it may be amended from time to time, including but not limited to, the following:

1. Association shall levy and collect adequate assessments against members of the Association for the cost to carry out all requirements of the Association that are set forth in the Declaration, and the operation, repair, replacement, and maintenance of the Common Area including, but not limited to, the operation, maintenance, repair, and replacement of the Water Detention and Drainage Facilities and the Sewer Facilities.

2. To enact rules and regulations not inconsistent with the Declaration.

3. To enter into contracts or agreements or employ personnel and engage such professional services as are reasonably necessary or convenient for (i) proper exercise of the rights, powers, duties and functions of the Association, including but not limited to contracts or agreements for the maintenance of accounting and bookkeeping records and for use of data processing facilities or services; and (ii) the management and maintenance of the Property.

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4. To enforce by legal means the Act, the Declaration, these Articles and the By-laws of the Association.

5. To sue and defend a suit.

6. To purchase, lease, received by gift or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the Association, intended to provide for the enjoyment, or other use or benefit of the members of the Association.

7. To own, sell, convey, lease or otherwise transfer possessory or use interests in real or personal property whether or not contiguous to the lands of the Association, intended to provide for the enjoyment, or other use or benefit of the members of the Association.

ARTICLE 5 **The Members Voting**

Each Owner shall be a member for voting. Voting shall be according to the Bylaws. Change of Membership in the Association shall be established by recording in the Public Records of Brevard County, Florida a deed or other Instrument establishing a record fee simple title to a property within the Property and by delivering a certified copy of said instrument to the Association. The Owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

ARTICLE 6 **Board Of Directors And Officers**

Except as specifically stated in the Declaration, the affairs of the Association shall be managed by the Board of Directors, a President, Vice President (who shall at all times be members of the Board of Directors) and a Secretary and Treasurer. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of members. Directors shall be elected according to the By-laws.

The names of the initial officers and directors who shall serve until their successors are elected are:

<u>Name</u>	<u>Address</u>
Gregg I. Zuckerman - President/Director	145 Lincoln Ave., Ste. B Winter Park, FL 32789
John Riley - Vice President/Treasurer/Director	145 Lincoln Ave., Ste. B Winter Park, FL 32789
Jack Zuckerman - Secretary/Director	145 Lincoln Ave., Ste. B Winter Park, FL 32789

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ARTICLE 7
Incorporator

The name and street address of the incorporator of the corporation is:

Name**Address:**

Gregg I. Zuckerman

145 Lincoln Ave., Ste. B. Winter Park, FL 32789

ARTICLE 8
By-laws

The By-laws of the Association shall be adopted by the Board of Directors at its first regular meeting following approval by the Secretary of the State of Florida of these Articles of Incorporation, and may be altered, amended or rescinded in the manner provided in the By-laws.

ARTICLE 9
Amendment To Articles Of Incorporation

These Articles of Incorporation may be amended in whole or in part by the Board of Directors subject, however, to approval by a majority of the membership interest of this Corporation, which approval shall be at any regular meeting or a special meeting called for that purpose, as provided in the By-laws. Notwithstanding the foregoing Rock Titusville, LLC, a Florida limited liability company ("Rock") shall have the right to amend these Articles without the consent of any other Owner provided (i) Rock owns a Lot; (ii) such amendment does not change the rights of the District; and (iii) such amendment does not materially negatively affect another Owner.

ARTICLE 10
Existence And Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. Corporation shall exist perpetually.

ARTICLE 11
Dissolution

In the event of termination, dissolution or final liquidation of the Association the responsibility for the operation, maintenance, repair, or replacement of the Water Detention And Drainage Facilities or the Sewer Facilities must be transferred to and accepted by an entity who would comply with Florida Law, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 12
No Conflict With Declaration

In the event that any language or provision of these Articles of Incorporation, or By-laws conflict with the Declaration, the Declaration shall govern.

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ARTICLE 13
Registered Agent and Office

The Registered Agent shall be Maynard Nexsen PC, whose address is 200 E. New England Avenue, Suite 300, Winter Park, Florida 32789.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Maynard Nexsen PC

By: Karen M. Brown
Karen M. Brown

Date: June 7, 2024

IN WITNESS WHEREOF, the purpose of forming this corporation under the laws of the State of Florida the undersigned constituting the Incorporator of this Association has executed these Articles of Incorporation this 7 day of June, 2024.

Gregg I. Zuckerman
Gregg I. Zuckerman

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