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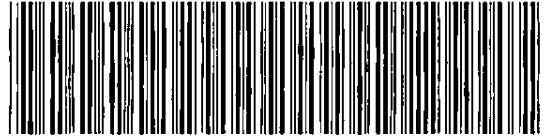
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CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x61563

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext: x61563
Date: 08/09/24
Order #: 1585695-1
Re: Lakeland Commerce Center Property Owners Association, Inc.,
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.0 - FL State Account Number
120000000195

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

Shauna Godbolt
2024-08-09 AM 9:47

FILED

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ARTICLES OF INCORPORATION FOR
Lakeland Commerce Center Property Owners Association, Inc.
(a corporation not-for-profit)

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation shall be Lakeland Commerce Center Property Owners Association, Inc., a Florida not-for-profit corporation (the "**Corporation**" or "**Association**").

ARTICLE II. - DEFINITIONS

Except as otherwise defined herein, capitalized terms defined in the Declaration of Covenants, Conditions, Restrictions, and Easements for Lakeland Commerce Center³ (the "**Declaration**") recorded, or to be recorded, among the Public Records of Polk County, Florida by **SFG LAKELAND DRANEFIELD, LLC**, a Delaware limited liability company⁴, (the "**Declarant**") shall have the same meaning or definition as the meaning or definition ascribed thereto in the Declaration when used in these Articles.

ARTICLE III. - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the Corporation shall be 3280 Peachtree Road NE, Suite 2770, Atlanta, GA 30305. The registered office and mailing address of the corporation shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

ARTICLE IV. - PURPOSE(S)

The Corporation is hereby organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the Corporation is organized are:

1. To operate without profit for the benefit of its Members.
2. To perform those functions granted to or reserved by the Association in the Declaration.

ARTICLE V. - GENERAL POWERS

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

1. To hold and disburse funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles, the Bylaws, or the Declaration.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

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3. To delegate power or powers where such is deemed in the interest of the Association.

4. To establish Assessments to be levied against Parcels pursuant to the terms of the Declaration, to create reasonable reserves for expenditures under the Declaration, and to authorize its Board of Directors, in its discretion, to enter into agreements for the collection of such Assessments.

5. To pay taxes and other charges, if any, on or against the Common Area.

6. To have all express powers conferred upon the Association by the Declaration and Chapter 617, Florida Statutes, except as prohibited herein.

7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

8. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for purposes of advancing the common interests of all Owners of any portion of the Property.

9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

10. To sue and be sued.

11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles or the Declaration.

12. To operate, manage, and maintain all Common Area and all other property dedicated to or maintained by the Association pursuant to the terms of the Declaration, and to contract for services to provide for such operation, management, and maintenance.

13. To mortgage or convey Common Area with the affirmative vote of the Members under the voting rules herein.

ARTICLE VI. - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII. - MEMBERS

1. Every Owner shall be a Member of the Association for so long as it owns a Parcel. There shall be only one (1) membership per Parcel. If a Parcel is owned by more than one (1) Person, all co-Owners shall share the privileges of such membership, subject to reasonable Board

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regulation and the restrictions on voting set forth herein and in the Bylaws. The membership rights of an Owner which is not a natural person may be exercised by any officer, director, member, manager, partner or trustee of such Owner, or by any individual designated from time to time by the Owner in a written instrument provided to the secretary of the Association. Membership in the Association shall automatically cease when a Person ceases to own a Parcel, and the new Owner of such Parcel shall automatically succeed to such membership in the Association following presentation by the new Owner of satisfactory evidence of the sale or other transfer of the Parcel to the Association. Membership in the Association may not be transferred, pledged or alienated in any way, except to a new Owner upon sale of a Parcel, and any attempted transfer of membership shall be void.

2. The Association shall have two (2) classes of membership, Class "A" and Class "B."

a. Class "A". Class "A" Members shall be all Owners except the Class "B" Member, if any. Each Class "A" Member shall have one (1) vote for every one hundred thousand square feet of the area of the Building(s) on such Owner's Parcel (as depicted on the Master Plan), rounded to the nearest fifty thousand square feet. No votes shall be exercised for any portion of the Property which is exempt from assessment under Section 8.10. All Class "A" votes shall be cast as provided in Section 2.4 below.

b. Class "B". The sole Class "B" Member shall be Declarant. The rights of the Class "B" Member, including the right to approve, or withhold approval of, actions proposed under this Declaration, the Bylaws and the Articles, are specified in the relevant sections of this Declaration, the Bylaws and the Articles. The Class "B" Member shall appoint one (1) member of the Board, and any matter before the Board and the Members shall require the approval of the Class "B" Member, until the first to occur of the following:

- i. the Development Period ends; or
- ii. when, in its sole discretion, the Class "B" Member voluntarily relinquishes such right.

Upon the expiration or termination of the Class "B" Member's rights pursuant to this Section 2.2(b), the Class "B" membership shall cease, and Declarant shall (x) be obligated to unilaterally relinquish its rights under this Declaration and terminate the Development Period by recording a written instrument in the Public Records and (y) become a Class "A" Member.

ARTICLE VIII. - DIRECTORS

1. The Owner of each Parcel shall be represented on the Board by one (1) director (each a "**Director**") who shall cast all of such Owner's votes on any matter coming before the Board. Simultaneously with its acquisition of a Parcel, each Owner shall by written notice to the secretary of the Association provide the name and contact information for the individual who will serve as such Owner's director (and, if such Owner desires, an alternate to attend Board meetings when the primary director is unavailable). A director may not vote less than the entirety of the votes they represent on any matter coming before the Board. If there is more than one (1) Owner

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of a Parcel, the votes for such Parcel shall be exercised by a single member of the Board representing the Parcel of such Owners. No votes shall be exercised on behalf of any Parcel if any Assessment for such Parcel is delinquent. Votes shall be cast during a meeting of the Board scheduled in accordance with the terms and conditions of the Bylaws.

2. For so long as there is a Class "B" Member, the Class "B" Member shall be represented on the Board by one (1) Director. Members of the Board of Directors appointed by the Class "B" Member or its designated successor or assigns need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

3. The Board of Directors of the Corporation shall be comprised of at least three (3) and no more than six (6) Directors. The initial Directors and their street addresses are:

Neal Moskowitz	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305
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Bryan Blasingame	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305
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John D. Altmeyer	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305
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David S. Kaplan	3280 Peachtree Road NE, Suite 2770 Atlanta, GA 30305
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4. Except as provided in Section VIII.B above, any vacancy occurring on the Board of Directors shall be filled in accordance with the terms and conditions of the Bylaws.

ARTICLE IX. - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:	Neal Moskowitz
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Vice President:	Bryan Blasingame
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Secretary/Treasurer:	John D. Altmeyer
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ARTICLE X. - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial Registered Agent at such address is Corporation Service Company.

ARTICLE XI. - CORPORATE EXISTENCE

The Association shall have perpetual existence unless and until dissolved in accordance with Article XVI hereof.

ARTICLE XII. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIII. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

For so long as Declarant is the Class "B" Member, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except as provided herein and except to the extent limited by applicable law as of the date the Declaration is recorded. From and after the expiration of Declarant's Class "B" membership, amendment of these Articles shall require the approval of at least sixty-seven percent (67%) of the total Class "A" votes in the Association. Notwithstanding the foregoing, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Notwithstanding anything to the contrary herein contained, amendments that are not inconsistent with the requirements of the Declaration and solely for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

ARTICLE XIV. - INDEMNIFICATION OF DIRECTORS AND MEMBERS

1. The Association hereby indemnifies any Director or Class "B" Member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. 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 any act alleged to have been committed by such person in his capacity of Director or Class "B" Member of the Association, or in his capacity as a Director, Class "B" Member, 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

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paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions 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 Class "B" Member 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.

b. 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 Class "B" Member of the Association, or by reason of his being or having been a Director, Class "B" Member, 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 attorneys' 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 interests of the Association. Such person shall not be entitled to indemnification in relation to matters as 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.

2. The Board of Directors shall determine whether amounts for which a Director or Class "B" Member seeks indemnification were properly incurred and whether such Director or Class "B" Member acted in good faith and in a manner he reasonably believed to be in the best interests 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.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XV. - TRANSACTIONS IN WHICH DIRECTORS OR MEMBERS ARE INTERESTED

1. With the exception of Directors and Class "B" Members, any financial or familial interest of a Class "B" Member or Director in any contract or transaction between the Association and one (1) or more of its Directors or Members, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Class "B" Members are directors or Members, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Class "B" Member is present at or participates 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

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purpose. No Director or Class "B" Member of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

ARTICLE XVI. - DISSOLUTION

If the Association is dissolved, the control or right of access to the Common Area shall be conveyed or dedicated to an appropriate governmental unit or public unit or to a similar not-for-profit organization or entity for continued maintenance and operation. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

Unless otherwise provided by Florida law, the Association may be dissolved by a vote of at least ninety percent (90%) of the total Class "A" votes in the Association; provided however, regardless of the provisions of Florida law, until the termination of Class "B" membership, the Association may not be dissolved without the prior written consent of Declarant. Following the approval of dissolution of the Association, an officer of the Corporation shall file Articles of dissolution in accordance with Section 617.1403 Florida Statutes.

ARTICLE XVII. - INCORPORATOR

The name and address of the Incorporator is:

Name: SFG Lakeland Dranefield, LLC
Address: c/o Corporation Service Company,
1201 Hays Street
Tallahassee, Florida, 32301

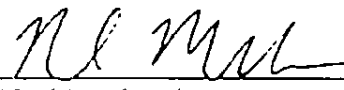
[Signatures begin on next page]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator thereof this 8th day of August, 2024.

INCORPORATOR:

SFG Lakeland Dranefield, LLC,
a Delaware limited liability company

By: 
Name: Neal Moskowitz
Title: Vice President

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REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Lakeland Commerce Center Property Owners Association, Inc. this ____ day of _____, 2024.

Corporation Service Company

By: Shauna Godbolt
Name: _____
Title: _____

FIN-61299