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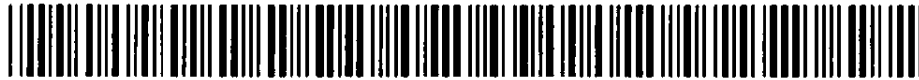
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
KENDALL 172 RETAIL PARK PROPERTY OWNERS  
ASSOCIATION,**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
KENDALL 172 RETAIL PARK PROPERTY OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

**ARTICLE I. NAME: DEFINITIONS**

The name of the corporation shall be Kendall 172 Retail Park Property Owners Association, Inc., a Florida not-for-profit corporation ("Association"). All capitalized terms contained in this Instrument shall have the same defined meaning as contained in the Declaration of Covenants, Conditions, Restrictions and Easements for Kendall 172 West ("Declaration"), unless otherwise provided to the contrary.

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the ownership, operation, maintenance and governance of "Common Area" (the "Common Area") which is a part of the "Property", each as defined in and subject to the Declaration (the "Property"), located in Miami-Dade County, Florida. The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. 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.

The Association shall have all of the powers and duties contemplated in the Declaration and Chapter 617 of the Florida Statutes (the "Act"), together with all of the powers and the duties reasonably necessary to operate the Common Area pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Common Area or the Property. The powers and duties, which the Bylaws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Common Area, and to make such other special assessments against members as the Declaration shall provide, and to enforce such levy of assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

(b) To use the proceeds of the assessments in the exercise of its powers and duties and as provided in the Declaration.

(c) To maintain, repair and operate the Common Area.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Common Area.

(f) To make and amend reasonable rules and regulations.

(g) To perform such functions as may be specified in the Declaration and the Bylaws.

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(h) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws of the Association and the rules and regulations of the Association.

(i) To employ personnel to perform the services required for proper operation of the Common Area.

(j) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(k) To contract for the management and maintenance of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, and other sums due from members, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Area with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration and the Act, including, but not limited to, the making of assessments and promulgation of rules and execution of contracts on behalf of the Association.

(l) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's members, or the Common Area, and to be sued.

### **ARTICLE III. DECLARANT**

KENDALL INVESTORS 172, LLC, a Florida limited liability company, shall make and declare or has made and declared a certain Declaration of Covenants, Conditions, Restrictions and Easements for Kendall 172 West.

### **ARTICLE IV. TERM**

The term for which this Association shall exist shall be perpetual.

### **ARTICLE V. INCORPORATOR**

The name and address of the incorporator of this Association is as follows:

Victor Brown  
2800 Ponce de Leon Blvd. #1160  
Coral Gables, Florida 33134

### **ARTICLE VI. OFFICERS**

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board may from time to time determine. The officers of this Association shall be elected for a term of 1 year (unless otherwise provided in the Bylaws), and until a successor shall be elected and qualified, by the Board at their annual meeting and in accordance with the provisions provided therefor in the Bylaws.

The names of the persons who shall serve as the first officers are:

Victor Brown – President  
David Brown – Vice President  
Stephen Blumenthal - Secretary/Treasurer

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**ARTICLE VII. DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than the number of directors required under Section 617.0803, Florida Statutes, with the precise number of directors being determined from time to time in accordance with the applicable provisions of the Association's Bylaws. The first Board shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board who shall serve as the first directors are:

Victor Brown	2800 Ponce de Leon Blvd, #1160 Coral Gables, Florida 33134
David Brown	2800 Ponce de Leon Blvd, #1160 Coral Gables, Florida 33134
Stephen Blumenthal	2800 Ponce de Leon Blvd, #1160 Coral Gables, Florida 33134

Elections of the directors subsequent to the Initial Board shall occur in accordance with the Bylaws and the requirements and provisions of the Act.

**ARTICLE VIII. BYLAWS**

The Initial Bylaws shall be attached as an exhibit to the Declaration and shall be adopted by the first Board.

**ARTICLE IX. MEMBERS**

Membership in the Association shall automatically consist of and be limited to all of the record owners of Parcels, as defined in the Declaration and being parts of the Property. Transfer of Parcel ownership, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Parcel ownership is vested in more than one person then all of the persons so owning said Parcel shall be members eligible to hold office, attend meetings, etc., but the owners of each Parcel shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws.

The Association shall have two (2) classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all Owners except Declarant. The Class B Member shall be the Declarant. Upon termination of Class B membership, as provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner of a Parcel:

Prior to termination of Class B membership, the Class B Member shall be entitled to a vote equal to its Proportionate Share (or the aggregate of all of an Owner's Proportionate Shares if an Owner owns more than a single Parcel) multiplied by 9, and each Class A Member shall be entitled to a vote equal to its Proportionate Share (or the aggregate of all of an Owner's Proportionate Shares if an Owner owns more than a single Parcel). After termination of Class B membership, each Owner (including Declarant or Declarant's successor, as long as it owns the fee title to any Parcel) shall be entitled to a vote equal to its Proportionate Share (or the aggregate of all of an Owner's Proportionate Shares if an Owner owns more than a single Parcel). Notwithstanding the foregoing, Declarant shall be entitled to elect all of the directors of the Board of Directors of the Association until termination of Class B membership. The Class B membership will terminate and convert automatically to Class A membership upon the first to occur of the following:

- (i) The Declarant no longer owning fee simple title to any of the Parcels; or

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(ii) The Declarant waiving its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the Recording Office.

Upon termination of Class B membership, all provisions of these Articles of Incorporation or Bylaws referring to Class B membership shall be obsolete and without further force and effect, including any provision requiring voting by classes of membership.

#### ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to the termination of Class B membership pursuant to Article VII Section B(a) of the Declaration, the Board shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Association membership shall be required for such an amendment to become effective, unless otherwise required under the Act).

(b) Subsequent to the termination of Class B membership pursuant to Article VII Section B(a) of the Declaration, amendments to these Articles of Incorporation shall be made in the following manner:

(i) The Board shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(ii) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(iii) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total eligible voting interests.

(iv) Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Declarant under the Declaration without the written consent of Declarant as long as Declarant shall own any Parcel, and (b) no amendment which will affect any aspect of the surface water drainage and management system located on the Property shall be effective without the prior written approval of the South Florida Water Management District.

#### ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be 2800 Ponce de Leon Blvd #1103, Orlando, Florida 32803, or at such other place or places as may be designated from time to time.

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**ARTICLE XII. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association and the name of the initial registered agent at that address are:

Victor Brown  
2800 Ponce de Leon Blvd, #1160  
Coral Gables, Florida 33134

**ARTICLE XIII. INDEMNIFICATION**

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he/she shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 23 day of September, 2024.

Victor Brown, Incorporator.

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 23 day of September, 2024, by Victor Brown, being known to me to be the person who executed the foregoing Articles of Incorporation of **Kendall 172 Retail Park Property Owners Association, Inc.** He is personally known to me.

My Commission Expires: AUGUST 5, 2025



(Signature)

Name: RUTH PAZ

(Legibly Printed)

Notary Public, State of Florida

HA 119903

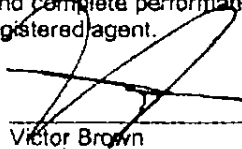
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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for **Kendall 172 Retail Park Property Owners Association, Inc.**, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.

  
Victor Brown

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