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FLORIDA PROFIT/NON PROFIT CORPORATION
CLC Retail 1A Commercial Leasehold Condominium Assoc

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ARTICLES OF INCORPORATION

OF

CLC RETAIL 1A COMMERCIAL LEASEHOLD CONDOMINIUM ASSOCIATION, INC.
(a corporation not-for-profit)

All terms used in these Articles of Incorporation of CLC Retail 1A Commercial Leasehold Condominium Association, Inc. (these "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of CLC Retail 1A Commercial Leasehold Condominium (a condominium within a portion of a building or within a multiple parcel building) (the "Declaration"), unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be CLC Retail 1A Commercial Leasehold Condominium Association, Inc. For convenience, this corporation will be referred to in these Articles as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a commercial condominium to be known as CLC Retail 1A Commercial Leasehold Condominium (a condominium within a portion of a building or within a multiple parcel building) ("Condominium") in accordance with the Declaration and for any other lawful purpose.
2. The Association is a not-for-profit corporation and has no capital stock and will not make any distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit, as provided in Chapter 617, *Florida Statutes*, and of a commercial condominium association, as provided in Chapter 718, *Florida Statutes*, which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

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ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as will be determined by the Bylaws, and in the absence of such determination will consist of three (3) directors.
2. Directors of the Association will be appointed or elected in the manner determined by the Bylaws.

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which they may be a party, or in which such officer or director may become involved by reason of their being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board and subject to the consent of the Mortgagees, may be altered, amended or rescinded as provided in the Bylaws.

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ARTICLE VIII

Amendments

Amendments to these Articles will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration or Chapter 718.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of the entire membership of the Board and by not less than a majority vote of all of the Owners at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.
5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Condominium.
6. All amendments to these Articles shall require the prior written consent of the Mortgagees.

ARTICLE IX

Term

The Association and its governing provisions shall exist in perpetuity; provided, however, the Association and its governing provisions will be terminated by the termination of the Condominium in accordance with the Declaration.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles are as follows:

<u>Name</u>	<u>Address</u>
David L. Peter	1090 Kensington Park Drive, Suite 200, Altamonte Springs, FL 32714

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ARTICLE XI

Registered Agent

The Association hereby appoints Rebecca Rhoden as its initial Registered Agent to accept service of process within this state, with the initial Registered Office located at 215 E. Eola Drive, Orlando, Florida 32801.

ARTICLE XII

Principal Office

The address of the principal office of the Association is at 1090 Kensington Park Drive, Suite 200, Altamonte Springs, FL 32714, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

[Signature on following page.]

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IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation of CLC Retail 1A Commercial Leasehold Condominium Association, Inc. the incorporator's signature this 3rd day of June, 2025.

By: 
David L. Peter, Incorporator

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REGISTERED AGENT CERTIFICATE

Having been designated as registered agent to accept service of process for CLC Retail 1A Commercial Leasehold Condominium Association, Inc. within the State of Florida, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: <u>Rebecca Rhoden</u>	06/03/2025
(Signature)	(Date)
Name: Rebecca Rhoden	

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