

N96000004197

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER  
28TH FLOOR  
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August 1, 1996

VIA FEDERAL EXPRESS

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-08-02-96-01005-014  
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Secretary of State of Florida  
Corporate Filing Section  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **THE LITTLE RIVER INDUSTRIAL DISTRICT  
PROPERTY OWNERS' ASSOCIATION, INC.**

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$122.50 which represents the fees due for the filing.

Kindly return the filed copy of the Articles in the stamped, self-address envelope we have provided.

Very truly yours,

*Amy Reynolds*

Amy Reynolds, Secretary to  
Richard M. Bezold

/aer  
Enclosures

W-16266  
KR 8-2

RECEIVED  
CORPORATE FILING SECTION  
AUG 2 1996  
TALLAHASSEE, FL

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

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FILED  
33-03-2  
11-2-23

August 8, 1996

Ms. Kimberly Rolfe  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: The Little River Industrial District Property Owners' Association, Inc.  
Ref. Number: W96000016266

Dear Ms. Rolfe:

Enclosed please find the Articles of Incorporation for the above-referenced matter. Pursuant to your letter dated August 5, 1996, the Articles have been modified to show the corporation's principal office and mailing address.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

*Amy Reynolds*

Amy Reynolds, Secretary  
to Richard M. Bezold

/aer  
Enclosure

112075



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 5, 1996

AMY REYNOLDS  
AKERMAN, SENTERFITT & EIDSON, PA  
1 SE 3RD AVE, 28TH FLOOR  
MIAMI, FL 33131-1704

SUBJECT: THE LITTLE RIVER INDUSTRIAL DISTRICT PROPERTY OWNERS'  
ASSOCIATION, INC.  
Ref. Number: W96000016266

We have received your document for THE LITTLE RIVER INDUSTRIAL DISTRICT PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Kimberly Rolfe  
Document Specialist

Letter Number: 896A00037218

**ARTICLES OF INCORPORATION**

**OF**

**THE LITTLE RIVER INDUSTRIAL DISTRICT  
PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I.**

The name of the corporation shall be THE LITTLE RIVER INDUSTRIAL DISTRICT PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association").

**ARTICLE II.**

The purposes for which the Association is formed are:

1. To promote the common good, health, safety and general welfare of all of the owners of any lot or lots located within the boundaries of the district identified in the Bylaws (the "District");
2. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

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The Association intends to operate as an organization described in §501(c)(6) of the Internal Revenue Code of 1986, as amended, and as long as it is so qualified, will not engage in any activity not permitted by an organization so described.

### ARTICLE III.

Membership in the Association is open to all persons and entities that meet and comply with the requirements of the Bylaws.

### ARTICLE IV.

The Association shall have perpetual existence.

### ARTICLE V.

The affairs of the Association shall be managed by a Board of Directors of not less than three (3) persons.

The names and addresses of the members of the first Board of Directors of the Association (which shall be three), who shall hold office until the first election thereafter are as follows:

<u>Name</u>	<u>Address</u>
Michael S. Steiner	290 N.E. 68th Street Miami, FL 33138
Bennet Pumo	7327 N.W. Miami Court Miami, FL 33150
Jack Love	6851 N.E. 2nd Avenue Miami, FL 33138

Except for the first Board of Directors, Directors shall be elected according to the provisions of the Bylaws.

Members of the Board of Directors shall hold office until qualified successors are duly elected and have taken office pursuant to the provisions of the Bylaws.

#### ARTICLE VI.

The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Association, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors for a term, the duration of which shall be one year, to be extended until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Association, who shall hold office until successors are duly elected and have taken office, shall be as follows:

President:	JACK LOVE
Vice President:	MICHAEL S. STEINER
Secretary and Treasurer:	BENNET PUMO

#### ARTICLE VII.

The By-Laws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or any special meeting duly called for such purpose, upon the vote of the Members as provided in the By-Laws, except that the initial By-Laws of the Association shall be made and adopted by the first Board of Directors.

#### ARTICLE VIII.

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Association or by thirty (30%) percent of the Members of the Association. These Articles may only be amended on the affirmative vote of seventy-five (75%) percent of the entire membership.

#### ARTICLE IX.

The name and address of the incorporator of the Association is:

Name

Richard M. Bezold

Address

AKERMAN, SENTERFITT & EIDSON, P.A.  
One S.E. Third Avenue, 28th Floor  
Miami, FL 33131

#### ARTICLE X.

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason

of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines after all available appeals have been exhausted or not pursued by the proposed indemnitee, that they did not act in good faith or in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association; and, with respect to any criminal action or proceeding, that they had no reasonable cause to believe their conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to hereinabove or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by them in connection therewith.

Any indemnification under the first paragraph of this Article X (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth hereinabove. Such determination shall be made (a) 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, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members of the Association.



Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount less it shall ultimately be determined that they are entitled to be indemnified by the Association as authorized in this Article X.

The indemnification provided by this Article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, both as to action in their official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.


The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

#### **ARTICLE XI.**

The initial principal office and mailing address of this corporation shall be at AKERMAN, SENTERFITT & EIDSON, P.A., One S.E. Third Avenue, 28th Floor, Miami, FL 33131, with the privilege of having its office and branch offices at other places within or without the State of Florida.

The initial Registered Agent of the Association for purposes of accepting service of process shall be Richard M. Bezold, Esq., having offices in care of AKERMAN, SENTERFITT & EIDSON, P.A., One S.E. Third Avenue, 28th Floor, Miami, FL 33131.

IN WITNESS WHEREOF, the said incorporator has executed these Articles of incorporation this 2<sup>nd</sup> day of August, 1996.

  
Richard M. Bezold  
AKERMAN, SENTERFITT & EIDSON, P.A.  
One S.E. Third Avenue, 28th Floor  
Miami, FL 33131

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

The Little River Industrial District Property Owners' Association, Inc.  
(must include suffix)

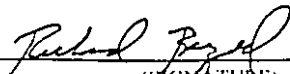
2. The name and address of the registered agent and office is:

Richard M. Bezold, Esq.  
(Name)

AKERMAN, SENTERFITT & EIDSON, P.A.  
One S.E. Third Avenue, 28th Floor  
(P.O.Box or Mail Drop Box **NOT** acceptable)

Miami, Florida 33131  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

August 1, 1996  
(DATE)