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TRANSMITTAL LETTER

FILED  
00 AUG 11 AM 8:18  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000003353510--5  
-08/11/00--01045--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Imperial Warehouse Condominium Assoc. Inc.  
(Proposed corporate name - must include suffix)

000003353510--5  
-08/11/00--01045--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Myron M. Stevens esq.  
Name (Printed or typed)

Myron GAVE 5650 Sheffield Place  
AUTHORIZATION BY PHONE TO RA Address  
CORRECT RA  
DATE 8/22 Melbourne, FL 32940  
DOC. EXAM EC City, State & Zip  
321-255-3513  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG 23 2000  
41-20381

ARTICLES OF INCORPORATION

OF

IMPERIAL WAREHOUSE CONDOMINIUM ASSN. INC.  
(a corporation not for profit)

FILED  
00 AUG 11 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end, we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the proposed corporation shall be IMPERIAL WAREHOUSE CONDOMINIUM ASSN., INC., a corporation not for profit, hereinafter referred to as "ASSOCIATION" or "CORPORATION".

ARTICLE II

PURPOSES AND OBJECTS

The purposes and objects of the Corporation shall be to administer the operation and management of a condominium, known as IMPERIAL WAREHOUSE, a Condominium, to be established in accordance with the laws of the State of Florida upon property as described in its Declaration of Condominium, situate, lying and being in Brevard County, Florida. The purposes and objects of the Corporation shall also be to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the Declaration of Condominium, which will be recorded in the Public Records of Brevard County, Florida, at the time said property and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership, and to own, operate and lease land and facilities of every nature.

The Association shall make no distribution of income to its members, directors or officers.

### ARTICLE III

#### POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common-law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as it may be amended from time to time, including, but not limited to the following:

1. To make and collect assessments against members, as owners, to defray the costs, expenses and losses of the Condominium. To use the proceeds of assessments in the exercise of its powers and duties.

2. To purchase insurance upon the condominium property, and insurance for the protection of the Association and its members, as unit owners.

3. To maintain, repair, replace, operate and manage the Condominium and the property comprising the same, including the right to reconstruct improvements after casualty, and to make further improvements of the condominium property.

4. To contract for the management of the condominium, and to delegate to such contractor all of the powers and duties of the Association, except those which may be required by the Declaration of Condominium to have approval of the Board of Administration or membership of the Association. To employ personnel to perform the services required for proper operation of the Condominium.

5. The irrevocable right to access to each unit during reasonable hours, when necessary for the maintenance, repair or replacement of any common elements, for making emergency repairs necessary to prevent damage to the common elements or to any other unit or units, or to determine compliance with the restrictions, reservations, covenants, conditions, and easements of the Declaration of Condominium and By-Laws of the Association.

6. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association, which may hereafter be adopted, and the rules and regulations, as adopted by the Association.

7. To make and amend reasonable rules and regulations governing the use of the units, the common elements and any condominium property.

8. To now or hereafter acquire, and enter into, leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and possessory use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the Condominium, to provide enjoyment, recreation or other use and benefit to the unit owners, all as may be deemed by the Board of Administration to be in the best interests of the Corporation.

9. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Condominium pursuant to said Declaration of Condominium.

10. To operate more than one (1) condominium.

#### ARTICLE IV

##### MEMBERS - VOTING

The qualification of the members, the manner of their admission to membership, termination of membership and voting by members shall be as follows:

A. The owners of all units in the Condominium shall be members of the Association. No other persons or entities shall be entitled to membership, except as provided in Paragraph "E" of this Article IV. The Developer shall be deemed an owner for all purposes for each unit to which the Developer holds a fee ownership interest.

B. Membership shall be established by the acquisition of a fee title to a unit in the condominium, or by conveyance, devise, judicial decree, or otherwise, or as a vendee of a Contract or Agreement for Deed. The membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any unit, except nothing contained herein shall be construed as terminating the membership of any party who may own two (2) or more units, or who may own a fee ownership interest in two (2) or more units, so long as such party shall retain title to or a fee ownership interest in any unit.

C. The interest 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 his unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership, and for the purposes authorized herein, in the Declaration of Condominium and in the said By-Laws.

D. Each unit in the condominium shall have a vote equal to its voting interest, which is indivisible, in all elections of the Association. The voting interest is indivisible except when a unit is divided into more than one unit or is combined with another unit. In such instance the total of the voting interests shall remain the same but proportionately divided by the square footage. The total of all voting interests in the Condominium is ONE HUNDRED (100). The voting interest for each unit is based on its square footage as follows:

$$\text{Voting Interest/per unit} = \frac{\text{Square footage of unit} \times 100}{\text{Square footage of all units in the condominium}} \\ \text{(as phases may be added)}$$

On all matters on which the membership shall be entitled to vote, votes may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws, hereafter adopted by the Association.

E. Until such time as the property described in Article II hereof is submitted to a plan of condominium ownership by the recordation of said Declaration of Condominium, the membership of the Association shall be comprised of the subscribers, or their assignees, of these Articles, each of which subscribers, or their assignees shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

## ARTICLE V

### EXISTENCE

The Corporation shall have perpetual existence.

## ARTICLE VI

### PRINCIPAL ADDRESS

The principal address of the Corporation shall be located at 660 Timuquana Drive, Merritt Island, FL 32953. However, the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration.

## ARTICLE VII

### ADMINISTRATION OF CORPORATION

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by the Vice-President, Secretary and Treasurer, and if any, by the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Administration. The Board of Administration, or the President with the approval of the Board of Administration, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities

to administer or assist in the administration of the operation and management of the Corporation and the affairs of the Corporation. Any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a member of the Board of Administration or officer of the Corporation.

## ARTICLE VIII

### BOARD OF ADMINISTRATION - MANAGEMENT OF CONDOMINIUM

The affairs of the Corporation shall be managed by the Board of Administration, also known as the Board of Directors. The number of members of the first Board of Administration of the Corporation shall be three (3). The number of members of succeeding Boards of Administration shall be as provided from time to time by the By-Laws of the Corporation, and may be increased or decreased as authorized by the laws of the State of Florida. The members of the Corporation, at the annual meeting of the membership as provided by the By-Laws of the Corporation, shall elect the Board of Administration. At least a majority of the Board of Administration shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member.

The members of the Board of Administration named in these Articles, their assignees or appointees, will serve until the first annual election of the Board of Administration. Any vacancies in their number occurring before the said first election will be filled by the remaining Board Members, whether or not members as defined in the Declaration of Condominium, these Articles of Incorporation or the By-Laws. Prior to the first annual election, the election of the Board of Administration by unit owners shall be in accordance with the By-Laws. Compliance with said provisions of the By-Laws shall be accomplished by either the creation of vacancies in the existing Board of Administration, or by increasing the number of Board Members, which alternative method shall be decided upon by the existing Board Members. Turn over of Association control to unit owners other than the Developer shall be in accordance with the Condominium Act.

## ARTICLE IX

### OFFICERS

The Board of Administration shall elect a President, Vice President, Secretary and Treasurer, and as many additional officers as may be determined by the Board of Administration. The President shall be elected from among the membership of the Board of Administration, but no other officer needs to be a member of the Board. The same person may hold two (2) officers, the duties of which are not incompatible. The President shall hold only one office.

## ARTICLE X

### FIRST BOARD OF ADMINISTRATION - INITIAL DIRECTORS

The names and addresses of the first Board of Administration, who, subject to the provisions of these Articles, the By-Laws and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

|                 |                                                 |
|-----------------|-------------------------------------------------|
| JOHN D. STILLEY | 660 Timuquana Drive<br>Merritt Island, FL 32953 |
|-----------------|-------------------------------------------------|

|                 |                                                 |
|-----------------|-------------------------------------------------|
| MARY M. STILLEY | 660 Timuquana Drive<br>Merritt Island, FL 32953 |
|-----------------|-------------------------------------------------|

|                  |                                                 |
|------------------|-------------------------------------------------|
| DAVID S. STILLEY | 660 Timuquana Drive<br>Merritt Island, FL 32953 |
|------------------|-------------------------------------------------|

### INCORPORATOR

The incorporator to these Articles of Incorporation is: JOHN D. STILLEY, whose address is 660 Timuquana Drive, Merritt Island, FL 32953.

## ARTICLE XII

### INITIAL OFFICERS

The officers of the Corporation, who shall serve until the first election under these Articles, shall be the following:

|           |                 |
|-----------|-----------------|
| President | JOHN D. STILLEY |
| Secretary | MARY M. STILLEY |
| Treasurer | MARY M. STILLEY |

Original By-Laws of the Corporation shall be adopted by the Board of Administration; and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

## ARTICLE XIII

### INDEMNIFICATION

Every member of the Board of Administration and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be party or in which he may become involved by reason of his being or having been a member of the Board of Administration or officer of the Corporation, whether or not he is a member of the Board of Administration or officer at the time such expenses are incurred, except in such cases wherein the member of the Board of Administration or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the member of the Board of Administration or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Administration approves such settlement or reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board of Administration or officer may be entitled.

## ARTICLE XIV

### AMENDMENT(S) TO ARTICLES OF INCORPORATION

A. Any amendment(s) to these Articles of Incorporation may be proposed by the Board of Administration of the Corporation acting upon a vote of the majority of the members of the Board of Administration, or by the members of the Corporation holding not less than twenty (20%) percent of the voting interest in the condominium, whether meeting as members or by instrument in writing signed by them.

B. Upon any amendment(s) to these Articles of Incorporation being proposed by said Board of Administration or members, such proposed amendment(s) shall be transmitted to the President of the Corporation, or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendment(s).

C. It shall be the duty of the Secretary of the Corporation to give each member written or printed notice of such meeting, stating the time and place of the meeting, and reciting the proposed amendment(s) in reasonably detailed form. Such notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than sixty (60) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid.

D. Any member may, by written waiver of notice signed by such member, waive such notice. Such waiver, when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

E. At such meeting, the amendment(s) proposed must be approved by an affirmative vote of the members holding not less than seventy-five percent (75.0%) of the voting interests in the condominium in order for such amendment(s) to become effective. Thereupon, such amendment(s) to these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida. Upon registration of such amendment(s) with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered.

F. At any meeting held to consider such amendment(s) of these Articles, the written vote of any member of the Corporation shall be recognized if such member is not in attendance of such meeting or represented thereat by proxy; provided, however, such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

G. Notwithstanding the foregoing provisions of this Article XIV, no amendment(s) to these Articles of Incorporation abridging, amending or altering when the first election of the Board of Administration shall be held as provided in Article VIII hereof, may be adopted or become effective without the prior consent of the Developer.

H. These Articles of Incorporation may be amended by any method or methods that may be referred to in the Condominium Act.

## ARTICLE XV

### BY-LAWS

A. The original By-Laws of the corporation shall be adopted by the Board of Administration; and, therefore, such By-Laws may be altered or rescinded by the Members of the Association only in such manner as said By-Laws may provide.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE XVI

RESIDENT AGENT

The name and address of the Resident Agent of this Corporation is as follows:

JOHN D. STILLEY  
606 Timuquana Drive  
Merritt Island, FL 32953

IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 8th day of August, 2000.

I ACCEPT DESIGNATION AS REGISTERED AGENT

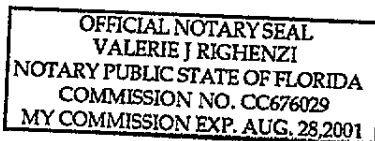
John D. Stilley  
JOHN D. STILLEY

FILED  
00 AUG 11 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BREVARD

On this 8th day of August, 2000,  
before me personally appeared JOHN D. STILLEY, to me known, and known to me to be the individual who signed the foregoing Articles of Incorporation; and he severally acknowledged to me that he signed the same for the purposes therein set forth.

WITNESS my hand and official seal at Merritt Island, Brevard County, State of Florida, this 8th day of August, 2000.



Valerie J. Righenzi  
Notary Public - State of Florida