

# NO1000005574



## Clayton & McCulloh

ATTORNEYS AT LAW

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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July 31, 2001

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

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-08/03/01--01055--001  
\*\*\*\*116.25 \*\*\*\*105.00

**RE: Filing of Articles of Incorporation for KEY WEST CONDOMINIUM ASSOCIATION, INC.**

To Whom It May Concern:

The undersigned represents the incorporator for the above referenced proposed Florida, not-for-profit corporation. Enclosed please find enclosed the original and one copy of the Articles of Incorporation for KEY WEST CONDOMINIUM ASSOCIATION, INC. Also enclosed, please find a check in the amount of \$116.25, sufficient to cover the filing fee, and cost of Certified Copy along with the Certificate of the Secretary of State for a set of Articles of this length. Please note this includes the amount necessary for designation of Registered Agent, a copy of which certification is attached to the articles, along with the acceptance of same by the designee.

Please return two copies of the certified articles and certificate of status to the undersigned. Thank you very much.

Sincerely,

Arnold W. Schneider, Esq.  
cc: Max Sabeti (w/o encl.)

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*AP 8/3*

**ARTICLES OF INCORPORATION**  
**OF**  
**KEY WEST CONDOMINIUM ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**  
**Name**

The name of this corporation shall be KEY WEST CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as the "Association"). The street address of the initial principal office and mailing address of the corporation is c/o Realty Resource, 128 East Colonial Drive, Orlando, Florida 32801.

**ARTICLE II**  
**Commencement of Corporate Existence**

This Association shall commence corporate existence upon the filing and acceptance of the Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE III**  
**Purposes**

The Association is organized for the purpose of providing an entity pursuant to Chapter 718, Florida Statutes, the Florida Condominium Act (hereinafter referred to as "the Act") for the operation of a condominium located in Seminole County, Florida, and known as Key West, A Condominium (hereinafter referred to as the "Condominium") to be created pursuant to the Declaration of Condominium (hereinafter referred to as the "Declaration") and the Act.

## **ARTICLE IV**

### **Definitions**

Terms used herein shall have the meanings ascribed to them in the Declaration, which is to be recorded in the Public Records of Seminole County, Florida, unless the context indicates otherwise.

## **ARTICLE V**

### **General Powers**

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

**Section 1.** This Association shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are not inconsistent with the powers allowed by the Act as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, these Articles of Incorporation and the Declaration. In the event of a conflict between the powers of the Association as set forth in these Articles of Incorporation, the Bylaws, or the Declaration and the Act, the Act shall prevail.

**Section 2.** All funds and the titles of all properties acquired by the Association, and their proceeds, shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of the Association, and the costs, expenses, maintenance, care and upkeep of such properties for the benefit of the Members shall be considered Common Expenses of the Condominium.

**Section 3.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

**Section 4.** The Association shall have the power and authority to levy, charge, assess and collect fees, charges and Assessments from the Unit Owners as allowed by the Declaration.

**Section 5.** The Association shall have the power to operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and shall have the power to assist in the enforcement of the Declaration which relate to the Surface Water or Stormwater Management System.

**Section 6.** The Association shall have the power to levy and collect adequate Assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

**Section 7.** Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

**Section 8.** The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any or director of the Association or to any other private individual. The Association shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**Section 9.** The Association shall have no capital stock.

**Section 10.** This Section shall not be construed to give the Association any powers not authorized by the Act.

## **ARTICLE VI**

### **Membership**

The Members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Association.

**Section 1.** The Members of the Association shall consist of all of the record Owners of Units in the Condominium which have adopted these Articles, and after termination of the Condominium shall consist of those who are Members at the time of such termination, and their successors and assigns.

**Section 2.** Membership shall be acquired by recording in the Public Records of the County within which the Condominium is situate, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a Member of the Association, and the Membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one Unit shall remain a of the Association so long as he shall retain title to or a fee ownerships interest in any Unit.

**Section 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 his Unit.

**Section 4.** On all matters upon which the Member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

**Section 5.** The Developer shall be a Member of the Association and shall be allowed three (3) votes for each Unit owned by the Developer.

**ARTICLE VII**  
**Subordination to Other Not-For-Profit Corporation**

Key West Condominium Association, Inc., its Declaration, these Articles of Incorporation and its Bylaws shall be subordinate to and subject to the authority of The Landing Association, Inc., a Florida not-for-profit corporation, ("The Landing") and its Declaration of Homeowners' Beneficial Assurances For The Landing, recorded in Official Records Book 1888, Page 413, *et seq.*, as amended and supplemented, of the Public Records of Seminole County, Florida, the Articles of Incorporation for The Landing and its Bylaws, (the "Master Governing Documents") to the extent and as provided in the Master Governing Documents.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The initial registered office of this Association shall be located at 128 East Colonial Drive, Orlando, Florida 32801, and the initial registered agent of the Association at that address shall be Mansour Max Sabeti. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE IX**  
**Initial Board of Directors**

This Association shall have three (3) Directors initially. The method of election of the Directors is set forth in the Bylaws of the Association. The number of Directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street addresses of the initial Directors of this Association are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Mansour Max Sabeti	128 East Colonial Drive Orlando, FL 32801
Annette Andre	128 East Colonial Drive Orlando, FL 32801
Armando Iduate	128 East Colonial Drive Orlando, FL 32801

**Section 1.** The affairs of the Association shall be managed by a Board of Directors (the "Board") who need not be Members of the Association. The Membership of the Board shall consist of not less than three (3) Directors until the control of the Association is transferred to the Unit Owners other than the Developer pursuant to Florida Statute 718.301. Thereafter, the Board may be increased to five (5) Directors. Provided, however, that the Board shall always consist of an odd number of Directors.

**Section 2.** Directors of the Association shall be elected at the annual meeting of the Members in the manner provided by the Bylaws. Directors may be removed without cause and the Board shall be filled in the manner provided by the Bylaws.

**Section 3.** The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors and/or the Developer. The first election of Directors shall not be held until the Developer, as defined in the Declaration is required by law to elect Directors in accordance with Section 718.301, Florida Statutes. The term of the first Board or their replacements, shall continue until the Developer voluntarily relinquishes control of the Association, or relinquishes control as required by Florida Statutes § 718.301(1)(a) - (e) as follows:

1. When Unit Owners other than the Developer own fifteen percent (15%) or more of the Units in this Condominium that will be operated ultimately by the Association, the Unit Owners other than the Developer shall be entitled to elect no less than one-third (1/3) of the Members of the Board of the Association. Unit Owners other than the Developer are entitled to elect not less than a majority of the Members of the Board of the Association:

(a) Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, others are being offered for sale by the Developer in the ordinary course of business;

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(e) Seven (7) years after recordation of the Declaration; or in the case of an association which may ultimately operate more than one condominium, seven (7) years after

recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to Section 718.403, Florida Statutes, seven (7) years after recordation of the declaration creating the initial phase, whichever occurs first. The Developer is entitled to elect at least one Member of the Board of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%), in condominiums with fewer than five hundred (500) units, and two percent (2%) in condominiums with more than five hundred (500) units, of the units in a condominium operated by the Association. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other Unit owner except for purposes of reacquiring control of the Association or selecting a majority of the board of administration.

#### **ARTICLE X** **Officers**

Except for the initial officers, the affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President:	Mansour Max Sabeti 128 East Colonial Drive Orlando, Florida 32801
Secretary:	Annette Andre 128 East Colonial Drive Orlando, Florida 32801
Treasurer:	Armando Iduate 128 East Colonial Drive Orlando, Florida 32801

#### **ARTICLE XI** **Incorporator**

The name and street address of the person signing these Articles as Incorporator is:

Mansour Max Sabeti  
128 East Colonial Drive  
Orlando, Florida 32801

## **ARTICLE XII**

### **Bylaws**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board.

## **ARTICLE XIII**

### **Indemnification**

In addition to any rights and duties under applicable law, the Association shall indemnify and hold harmless all of its Directors, officers, employees and agents, and former Directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## **ARTICLE XIV**

### **Amendment**

**Section 1.** A resolution for the adoption of a proposed amendment to these Articles of Incorporation of Key West Condominium Association, Inc. may be proposed by the Board of the Association or by the Members of the Association. A Member may propose such an amendment by instrument in writing directed to any member of the Board signed by not less than twenty percent (20%) of the Membership. Amendments may be proposed by the Board by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or in the event of his refusal or failure to act, the Board shall call a meeting of the Membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and Members may express their approval of the amendment either in person at the meeting or by proxy, provided that such written approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be either by:

- (a) Not less than sixty-six and two-thirds percent (66 2/3%) of the entire membership of the Board and by not less than a majority of the votes of the entire Membership of the Association; or
- (b) Not less than a majority of the votes of the entire Membership of the Association.

**Section 2.** No amendment shall make any changes in the qualifications for Membership nor the voting rights of the Members, nor any change in Article V, Section 2 herein without approval in writing by all Members and the joinder of all record Owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Act or the Declaration. No amendment shall



be made without the written consent of the Developer if such amendment shall: (a) cause an Assessment to be levied against the Developer, as a Unit Owner, for capital improvements; (b) constitute an action that would be detrimental to the sales of Units by the Developer; or (c) any other such action which would inhibit, impair or otherwise preclude the rights reserved to the Developer by way of the Declaration.

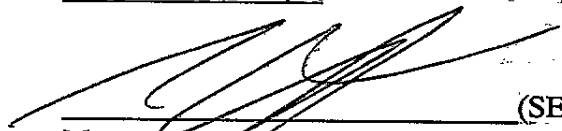
**Section 3.** A copy of such amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of the Seminole County, Florida, the county in which the Condominium is located.

**ARTICLE XV**  
**Headings And Captions**

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida to do business both within and outside the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 26<sup>th</sup> day of JULY, 2001.

**INCORPORATOR**

  
\_\_\_\_\_  
Mansour Max Sabeti (SEAL)

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before this 26<sup>th</sup> day of July, 2001, by Mansour Max Sabeti, [ ☒ ] who is personally known to me or [ ☐ ] who produced \_\_\_\_\_ as identification.

  
Notary Public

Print Name: Jacqueline D. Jung

My commission expires: 1/15/2005

Seal

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED ASSOCIATION, 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 Association is KEY WEST CONDOMINIUM ASSOCIATION, INC.
2. The name and address of the Registered Agent and office is:

Mansour Max Sabeti  
128 East Colonial Drive  
Orlando, Florida 32801

Having been named as Registered Agent to accept service of process for KEY WEST CONDOMINIUM ASSOCIATION, INC., 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.

  
\_\_\_\_\_  
Mansour Max Sabeti, Registered Agent

Date: \_\_\_\_\_

7-26-01

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