

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

EMERSON PLAZA I CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**EMERSON PLAZA I CONDOMINIUM ASSOCIATION, INC.**  
**(A Corporation Not For Profit)**

In order to form a not-for-profit corporation, the undersigned incorporator, adopts these Articles of Incorporation ("Articles").

**ARTICLE I**

The name of this corporation shall be EMERSON PLAZA I CONDOMINIUM ASSOCIATION, INC. ("Association").

**ARTICLE II**

The street address of the Registered Office of the Association is 370 CenterPointe Circle, Suite 1136, Altamonte Springs, Florida and the name of the Registered Agent is Joseph P. Pasqualetti.

**ARTICLE III**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Fla.Stat., ("Condominium Act"), to operate the residential condominium Emerson Plaza I, a Condominium ("Condominium"), in accordance with the Condominium Documents. This Association shall be the Association for the operation of the Condominium specified in the Declaration of Condominium that shall be filed in the Public Records of Seminole County, Florida for Emerson Plaza I, a Condominium.

**ARTICLE IV**

All definitions in the Condominium Documents are incorporated in these Articles when applicable.

**ARTICLE V**

The Association shall have the following powers:

1. The Association shall have all of the power and privileges granted to corporations not for profit except where the same are in conflict with the Condominium Documents.

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2. The Association shall have all of the powers of Condominium Associations under and pursuant to the Condominium Act. The Association shall also have all those powers reasonably necessary to implement and effectuate the purposes of the Association as specified in the Condominium Documents, including but not limited to:

(a) To make and establish rules and regulations governing the use of Condominium Property and Association Property (if any).

(b) To levy and collect assessments from members of the Association in the Condominium to defray the Common Expenses of the Condominium (except as limited by F.S. 718.116), including, but not limited to, the provision of insurance, acquiring, operating, leasing, managing and otherwise dealing with property, whether real or personal (including Units in the Condominium), which may be necessary or convenient for the operation and management of the Condominium, and to do all things necessary to accomplish the purposes set forth in the Condominium Documents. 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.

(c) To own and convey property.

(d) To maintain, improve, repair, reconstruct, replace, operate and manage Condominium Property and Association Property (if any), including, without limitation, to operate, maintain and manage the surface water or stormwater management systems(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions (if any) which relate to the surface water or stormwater management system.

(e) To grant (or accept the grant of) licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect property owned or controlled by the Association, the Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

(f) To contract for the management of the Condominium and to delegate in such contract all or any part of the powers and duties of the Association.

(g) To enforce the provisions of the Condominium Documents and the rules and regulations adopted as set forth therein.

(h) To sue and be sued.

(i) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon, the Association.

(j) To approve or disapprove of the transfer, mortgage, ownership, leasing, and occupants of condominium units.

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(k) To acquire, hold title to and enter into agreements whereby the Association acquires interests in property or a leasehold, membership or other possessory or use interests in land or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members.

(l) To exercise its powers concerning any property owned or controlled by the Association.

(m) To contract for services.

#### ARTICLE VI

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

1. The owners of all Units in the Condominium administered by this Association and the Subscriber to these Articles shall be members of the Association. No other persons or entities shall be members except as provided in Paragraph 4 of this Article VI. Membership of the Subscriber shall terminate upon the Developer being divested of all Units in the Project.

2. Subject to the provisions of the Declaration of Condominium and the Bylaws of the Association, membership shall be established by the acquisition of record of legal title to a Unit in the Condominium. Membership shall be automatically terminated upon divestiture of title to all Units owned by that member in the Condominium. Membership is non-transferrable except as an appurtenance to a Unit. Membership, together with full voting rights appertaining thereto, passes with a Unit as an appurtenance thereto.

3. On all matters on which the voting interests shall be entitled to vote, except as hereinafter specified, each Unit shall have one vote. Such votes may be exercised or cast by the voting interests representing each Unit in such manner as is provided for the Condominium Documents.

4. Until such time the Condominium which this Association is intended to operate is submitted to condominium ownership, the membership of the Association shall be comprised of the Subscriber to these Articles. The Subscriber shall be entitled to cast one vote on all matters on which the voting interests are entitled to vote.

#### ARTICLE VII

The Association shall have perpetual existence.

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-

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42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

**ARTICLE VIII**

The principal place of business of the Association shall be located at 370 CenterPointe Circle, Suite 1136, Altamonte Springs, Florida 32701.

**ARTICLE IX**

The affairs of the Association will be managed by a Board of Directors consisting of five (5) persons, except the Board of Directors prior to turnover shall consist of three (3) Directors appointed by the Developer. Directors, except Directors appointed by Developer, must be members of the Association.

Directors shall be elected in the manner provided by the Bylaws at the annual meeting of the members. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve until their successors are elected pursuant to the Bylaws. If a Director is to be replaced by a person elected by the Unit Owners other than Developer, Developer shall designate which Developer-appointed Director is to be replaced. Any directorship vacancy occurring before the first election shall be filled by the remaining Directors, or Developer, pursuant to the Bylaws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows.

<b>President</b>	<b>Vice President</b>	<b>Secretary</b>
Joseph P. Pasqualetti	Neil Kynaston	Neil Kynaston
370 CenterPointe Circle	370 CenterPointe Circle	370 CenterPointe Circle
Suite 1136	Suite 1136	Suite 1136
Altamonte Springs, Florida	Altamonte Springs, Florida	Altamonte Springs, Florida
32701	32701	32701

The board shall have the powers reserved to it in the Condominium Documents, including the power to adopt the budget of the Association and Condominium.

The transfer of control of the Board from the Developer to the Unit Owners shall occur as follows: When Unit Owners other than the Developer own 15 percent or more of the Units in the

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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 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 upon the earlier to occur of the following: (i) Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers; (ii) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers; (iii) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; (iv) 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 (v) Seven years after recordation of the Declaration of Condominium. The developer shall be 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 5 percent of the Units in the 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 the majority members of the Board. So long as there is HUD, FHA and/or VA financing of any Unit, turnover shall occur upon the earlier to occur of any of the following: (i) the occurrence of any of the events listed in (i) through (v) above, (ii) 120 days after the date 75 percent of the Units have been conveyed to purchasers or (iii) no later than June 30, 2012.

Directors shall be subject to recall as provided in F.S. 718.112 (to the extent legally valid).

A director of the Association who is present at a meeting of the Board which action on any corporate matters taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest. Directors may not vote by proxy or by secret ballot at meetings of the Board. A vote or abstention for each member present must be recorded in the minutes of the Association.

#### ARTICLE X

The Officers of the Association shall be elected by the Board and shall serve at the pleasure of the Board. The names of the Officers who shall serve until their successors are elected are as follows:

Joseph P. Pasqualetti	President
Neil Kynaston	Vice President
Neil Kynaston	Secretary
Peter Newman	Treasurer

The officers and directors of the Association, as well as any manager employed by the Association and required to be licensed pursuant to F.S. 468.432, have a fiduciary relationship to the Unit Owners. No officer, director, or manager required to be licensed under F.S. 468.432 shall solicit, offer to accept, or accept anything or service of value for which consideration has not been

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provided for his own benefit or that of his immediate family, from any person providing or proposing to provide goods or services to the Association. Any such officer, director, or manager who knowingly so solicits, offers to accept, or accepts anything or service of a value is subject to a civil penalty pursuant to F.S. 718.501(1)(d). However, this provision does not prohibit an officer, director, or manager from accepting services or items received in connection with trade fairs or educational programs.

#### ARTICLE XI

The Subscriber of these Articles is Joseph P. Pasqualetti, whose address is 370 CenterPointe Circle, Suite 1136, Altamonte Springs, Florida 32701.

#### ARTICLE XII

The Bylaws of the Association shall be adopted by a majority vote of the board.

#### ARTICLE XIII

The Association does hereby indemnify its Officers and Directors as provided in the Bylaws.

#### ARTICLE XIV

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

1. Proposal. Amendments may be proposed either by a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members, or by the members of the Association by a vote of twenty-five (25%) percent of the voting interests entitled to a vote.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment to these Articles, the proposed amendment shall be transmitted to the appropriate Officer of the Association, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day, and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and, in the case of a special meeting, the purpose for which the meeting is called. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first-class mail. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address which appears on the membership roster. Notice shall additionally be posted at a conspicuous location on the Condominium Property fourteen (14) continuous days preceding the meeting.

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3. Vote Necessary. Prior to the election of a majority of the Board by other than Developer, an amendment may be approved by sixty-six (66%) percent of the Board. Thereafter, in order for an amendment to become effective, the amendment must be approved, at a duly called meeting, by an affirmative vote of sixty-six (66%) percent of the Board and seventy-five (75%) percent of the votes of the entire voting interests entitled to vote thereon.

4. Filing. Articles of Amendment containing the approved amendment shall be executed by the Association (by its President or Vice President, and acknowledged by its Secretary or Assistant Secretary). The Articles of Amendment shall set forth:

- (a) The name of the Corporation.
- (b) The amendment(s) so adopted.
- (c) The date of the adoption of the amendment by the members.

The Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from approval with the office of the Secretary of State of Florida for approval.

Notwithstanding the foregoing provisions of this Article, so long as the Developer holds Units for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective if the amendment affects the rights of Developer or affects the Developer's ability to sell or lease Units in the Condominium.

Notwithstanding any other provision herein to the contrary, so long as there is any Agency and/or Corporation (as defined in the Declaration) financing of Units, material amendments to the Articles of Incorporations shall require the approval of at least two thirds (2/3) of the votes of the voting interests.

Notwithstanding the foregoing, as long as Developer owns one or more Units, the Developer shall have an absolute right to make any amendments to these Articles requested or required by the Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Government National Mortgage Association, or other governmental or quasi government body which owns or expects to own one or more institutional mortgages or which is requested or required by an institutional mortgagee or prospective institutional mortgagee to enhance the salability of institutional mortgages owned by it to one or more of the foregoing.

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#### ARTICLE XV

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 a 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 Association and its membership and for the purposes authorized in the Condominium Documents.

In the event of dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit organization with a similar purpose as the Association. If the last Board of Directors of the dissolved Association does not undertake to do so, any member may petition the Circuit Court having jurisdiction to appoint a receiver to manage the affairs of the dissolved Association and to manage the Condominium Property until such time as the assets of the Association may be dedicated to a public body or conveyed to a not-for-profit organization with a similar purpose as the Association.

#### ARTICLE XVI

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all Officers, Directors or members of the Association may have an interest of any nature whatsoever. No contract or business arrangement, including those entered or to be entered into with Developer, or managing agent, shall be invalidated in whole or part by the Association or any Officer, Director and/or member(s) thereof on the grounds that the Officer, Director and/or member(s) had an interest, whether adverse or not, in the contract, business arrangement or party contacted with, regardless of the fact that the vote of the Director, Officer or member(s) with an interest was necessary to obligate the association.

At any meeting of the Directors which shall authorize or ratify any contract or transaction any interested Director or Officer may vote or act thereat, with like force and effect, as if the Director or Officer had no interest [provided that in such case the nature of interest (though not necessarily the extent or details thereof) shall be disclosed, or shall have been known to the Directors or a majority thereof]. A general notice that a Director or Officer is interested in any corporation other concern of any kind above referred shall be a sufficient disclosure thereof. No person shall be disqualified from holding office as Director or Officer of the Association by reason of any adverse interest. No Director, Officer, or member having an adverse interest shall be liable to the Association or to any member or creditor thereof, or to any other person, for any loss incurred

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**ARTICLE XVII**

So long as there is Agency and/or Corporation financing of Units, prior to turnover, the annexation of additional property into the Condominium (other than as contemplated by the Declaration and other Condominium Documents), mergers, consolidations, mortgaging or dedication of the Common Elements, dissolution of the Association and any amendment of these Articles which materially affects the rights of Unit Owners shall require the prior approval of Agencies and/or Corporations, as applicable.

(signature page follows)

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