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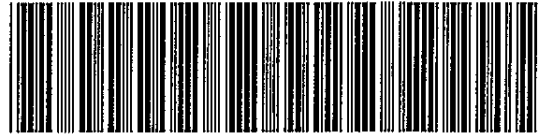
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F. CHESBROUGH

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# SWALM & BOURGEAU, P.A.

*Attorneys at Law*

John M. Swalm III

David C. Bourgeau  
Also Admitted in MI

Christopher N. Davies, LL.M.

John F. Forsyth  
1921-2000

2375 Tamiami Trail North, Suite 308  
Naples, Florida 34103-4439

Telephone  
(239) 434-0800  
Facsimile  
(239) 434-8433

October 13, 2003

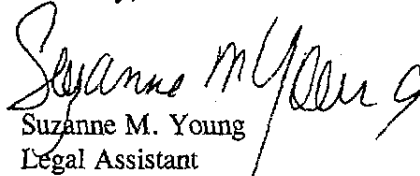
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Articles of Incorporation\Not for profit corporations:**  
**STERLING GREENS I CONDOMINIUM ASSOCIATION, INC.**

Enclosed please find the original and one copy of the above-referenced document for filing with your office. Our check in the amount of \$78.75 is enclose for services rendered. Please return a certified copy of each document at your earliest convenience.

Thank you.

Sincerely,

  
Suzanne M. Young  
Legal Assistant

/smy  
Encs.

**ARTICLES OF INCORPORATION  
OF  
STERLING GREENS I CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Mara Schneiderman, 1403 Glen Eagle Blvd., Naples, FL 34104, as sole incorporator, for the purposes set forth below.

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SECRETARY OF FLORIDA  
TALLAHASSEE, FL 32310  
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**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Sterling Greens I Condominium Association, Inc., and the address of its initial principal office is 1403 Glen Eagle Blvd., Naples, FL 34104.

**ARTICLE II**

**DEFINITIONS:** The definitions set forth in Section 4 of the Declaration of Condominium shall apply to the terms used in these Articles.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Association is organized as to provide an entity pursuant to the Florida Condominium Act for the operation of Sterling Greens I, a Condominium, located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as specifically limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including without limitation the following powers and duties:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty, and further improve the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the

**ARTICLES OF INCORPORATION**

common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, to the extent provided for in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow money if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

#### ARTICLE IV

##### **MEMBERSHIP:**

(A) The members of the Association are all owners of record legal title to one or more units in the Condominium, as further provided in the Bylaws.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

(C) The owners of each unit, collectively, shall be entitled to one indivisible vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE V

**TERM:** The term of the Association shall be perpetual.

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## ARTICLE IX

**INITIAL DIRECTORS:** The initial Directors of the Association shall be:

Marc Schneiderman  
1403 Glen Eagle Blvd.  
Naples, Florida 34104

Maryann Crowell  
1403 Glen Eagle Blvd.  
Naples, Florida 34104

Joseph Crank  
1403 Glen Eagle Blvd.  
Naples, Florida 34104

## ARTICLE X

**INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be at:

2375 Tamiami Trail N., Suite 308  
Naples, Florida 33940

The initial registered agent at said address shall be:

Swalm & Bourgeau, P.A.

## ARTICLE XI

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be made a party because of his being, or having been, a Director or officer of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a

## ARTICLES OF INCORPORATION

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proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

(E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

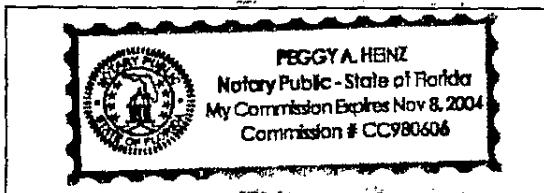
In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 8<sup>th</sup> day of September, 2003.

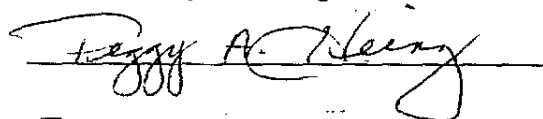
By:   
Marc Schneiderman

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of September, 2003, by Marc Schneiderman. He is personally known to me or did produce personally known as identification.



Notary Public Signature



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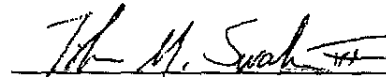
ACCEPTANCE BY REGISTERED AGENT.

Having been named to accept service of process for **Sterling Greens I Condominium Association, Inc.**, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

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SWALM & BOURGEAU, P.A.

  
John M. Swalm III, President

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