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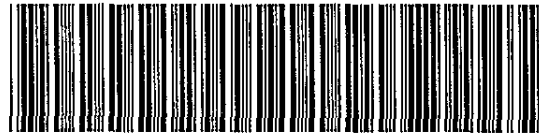
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February 20, 2004

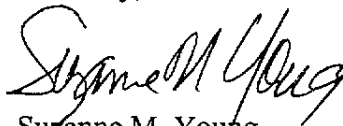
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation (not for profit):  
EMMA COURTYARD CONDOMINIUM ASSOCIATION, INC.

Enclosed please find the original and one copy of each of the above-referenced documents.  
Please file and return a certified copies to our office as soon as possible. Our check is enclosed  
for services rendered.

Thank you.

Sincerely,



Suzanne M. Young  
Legal Assistant

/smy  
Encs.

**ARTICLES OF INCORPORATION  
OF  
EMMA COURTYARD CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes (2004), these Articles of Incorporation are created by David G. Budd, as sole incorporator, 3033 Riviera Dr., Suite 201, Naples, Florida 34103, for the purposes set forth below.

**ARTICLE I**

**NAME:** The name of the corporation, hereinafter called "Association," is "Emma Courtyard Condominium Association, Inc.," a Florida corporation not for profit, and its address is 713 Emma Street, Key West, Florida 33040.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Emma Courtyard, a Condominium, hereinafter called "Condominium," located in Monroe County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. 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 under Chapter 617, Florida Statutes, except as expressly prohibited, limited or modified by these Articles, the Declaration of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against the units to defray the costs, expenses and losses of the Condominium, and to use the proceeds from payment 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 and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements to the property.
- (E) To make, amend, rescind and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium and the Condominium property and to delegate any powers and duties of the Association in connection therewith except such as

are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the members 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 or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. The Association has this power whether the lands or facilities are contiguous to the lands of the Condominium or not, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow or raise money from time to time for any of the purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the repayment thereof, together with interest thereon, by mortgage, pledge, conveyance or assignment in trust of any or all of the rights or property of the Association, whether at the time owned or thereafter acquired.

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 III

**MEMBERSHIP:** The members of the Association shall consist of the record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who were members at the time of termination, and their successors, heirs and assigns. 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 the unit. The owners of each unit, collectively, are entitled to one (1) vote in Association matters to be exercised as set forth in the Bylaws.

### ARTICLE IV

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

### ARTICLE V

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

### ARTICLE VI

#### **DIRECTORS AND OFFICERS:**

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors stated in the Bylaws, but never less than three (3) Directors, and in the absence of a Bylaw provision shall consist of three (3) Directors.

(B) Directors shall be elected by the members in the manner provided by law, except as otherwise provided in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual election of Directors by the members of the Association, and shall serve at the pleasure of the Board.

## ARTICLE VII

**AMENDMENTS:** Amendments to these Articles may be proposed and adopted in the following manner:

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of at least two (2) units by instrument, in writing, signed by them.

(B) **Procedure.** Subject to prior approval and revision by Association legal counsel to ensure the correctness and validity of their form and content, any amendment or amendments to these Articles that is so proposed by the Board or by unit owners must be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) **Vote Required.** A proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of a majority of the voting interests of the Condominium at any annual or special meeting, or if it is approved in writing by at least a majority of the voting interests without a meeting in the manner provided in the Bylaws, provided that at least fourteen (14) days written notice of the proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) **Effective Date.** An amendment shall become effective after filing with the Secretary of State and upon the recording of a certified copy in the Official Records of Monroe County, Florida with the same formalities as are required by law for recording amendments to the Bylaws.

## ARTICLE VIII

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

Sheldon W. Starman  
4099 Tamiami Trail N., 4<sup>th</sup> Floor  
Naples, Florida 34103

David G. Budd  
3033 Riviera Dr., Suite 201  
Naples, Florida 34103

Alberto A. Macià  
3033 Riviera Dr., Suite 201  
Naples, Florida 34103

## ARTICLE IX

### **INITIAL REGISTERED AGENT:**

The office of the initial registered agent of the Association shall be at:

3033 Riviera Dr., Suite 201  
Naples, Florida 34103

The initial registered agent at said address shall be:

David G. Budd

## ARTICLE X

**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 attorneys 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 a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that actions or omissions to act of the Director or officer were material to the cause adjudicated and involved any of the following:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement 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 any proceeding brought by or on behalf of the Association.

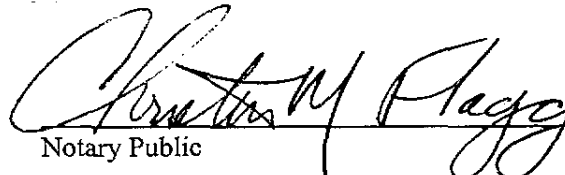
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Directors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

**WHEREFORE**, the incorporator has caused these presents to be executed this 4<sup>th</sup> day of February 2004.

  
David G. Budd

**STATE OF FLORIDA  
COUNTY OF COLLIER**

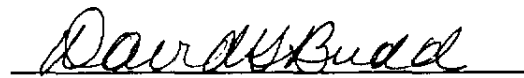
The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of February 2004 by David G. Budd, who is personally known to me.

  
Notary Public



**ACCEPTANCE BY REGISTERED AGENT**

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

  
David G. Budd