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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

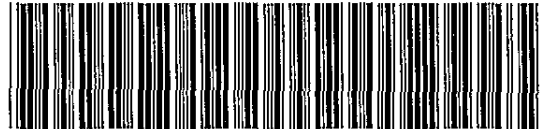
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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04 JUL 21 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

07-21-04

# ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- MCB CONDOMINIUM ASSOCIATION, INC.
- 2-
- 3-
- 4-

- Walk-in       Pick-up time ASAP       Certified Copy  
 Mail-out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION OF  
MCB CONDOMINIUM ASSOCIATION, INC.,  
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED

04 JUL 21 PM 3: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by Thomas A. Collins, II, Esq., 3080 Tamiami Trail East, Naples, Florida 34112, as sole incorporator, for the purposes set forth below.

**ARTICLE I – NAME**

The name of the corporation, herein called the “Association”, is MCB CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, and its address is 1770 San Marco Road, Marco Island, Florida 34145.

**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 MCB Condominium, a condominium, located or to be located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, 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 make and collect assessments and other charges against units to defray the costs, expenses and losses of the Condominium, and to use the proceeds thereof in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace, reconstruct, add to and operate the condominium property, and other property acquired or leased by the Association.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association, its members, officers, directors, and committee members.
- (D) To reconstruct improvements after casualty and to make further improvements of 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 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 or use interests in lands or facilities whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide a 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, and of the interest thereon, by means of a mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

(L) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members of the Association 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 all record owners of a fee simple interest in 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 are members at the time of such 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, shall be entitled to the number of votes in Association matters as 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 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**

The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors of the Association 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. 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 following 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 shall 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 not less than 25% of the voting interests of the Association by instrument, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall 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. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by vote of a majority of the voting interests 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 notice of any proposed amendment has been given to the members of the Association in the time and manner provided in Chapter 617, Florida Statutes, and that the notice contains a fair statement of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Official Records of Collier County, Florida.

## ARTICLE VIII – INITIAL DIRECTORS

The initial Directors of the Association, who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, shall be:

Richard Storm, Jr.  
1770 San Marco Road  
Marco Island, FL 34145

Stephen A. McLaughlin  
1770 San Marco Road  
Marco Island, FL 34145

Bruce G. Fedor  
28171 Winthrop Circle  
Bonita Springs, FL 34134

## ARTICLE IX – INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at: 28171 Winthrop Circle, Bonita Springs, FL 34134.

The initial registered agent at said address shall be: Bruce G. Fedor.

## ARTICLE X – INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer, committee member, employee and agent of the Association against all expenses and

liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding), whether civil, criminal, administrative, or investigative, to which he or she may be a party because of his or her being or having been a Director, officer, committee member, employee or agent of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated involved:

- (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 judgment in its favor.
- (B) A violation of criminal law, unless the Director, officer, committee member, employee or agent had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.
- (C) A transaction from which the Director, officer, committee member, employee or agent derived an improper personal benefit.
- (D) Wrongful conduct by any Director, officer, committee member, employee or agent appointed by the Developer, in a proceedings 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 Director, officer, committee member, employee or agent may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 20<sup>th</sup> day of July, 2004.

TA Collins II  
Thomas A. Collins, II, Esq.

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of July, 2004, by Thomas A. Collins, II, who is personally known to me.

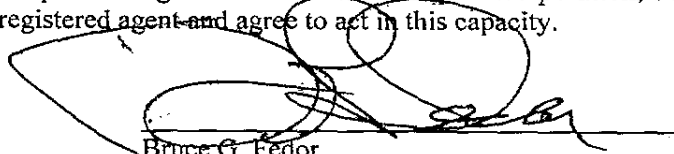
 Christopher J. Thornton  
My Commission DD268826  
Expires November 19, 2007

Chris T  
Notary Public  
Christopher J. Thornton  
Typed, Printed or Stamped Name

My Commission Expires: 11/19/2007  
My Commission No. is: DD 26 88 26

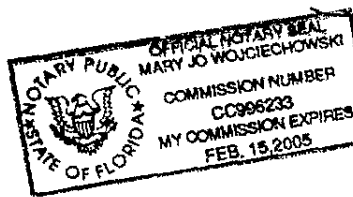
ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for MCB Condominium Association, Inc., a Florida corporation, at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Bruce G. Fedor

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of July, 2004, by Bruce G. Fedor, who ~~is personally known to me~~ or has produced FDL# 310-067-5388 as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.



Mary Jo Wojciechowski  
Notary Public  
Mary Jo Wojciechowski  
Typed, Printed or Stamped Name

My Commission Expires: \_\_\_\_\_  
My Commission No. is: \_\_\_\_\_