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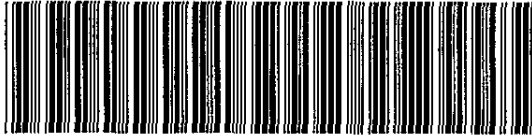
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SMITH, THOMPSON, SHAW & MANAUSA  
ANN HILL

Requester's Name

3520 Thomasville Road, 4th Floor

Address

Tallahassee, FL 32309 850-893-4105

City/State/Zip

Phone #

Office Use Only

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

1. 423 All Saints Condominiums Association,  
(Corporation Name) (Document #)

2. Inc.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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ARTICLES OF INCORPORATION

of

423 ALL SAINTS CONDOMINIUMS ASSOCIATION, INC.,  
a Florida Not-For-Profit Corporation

[Exhibit "B" to the Declaration of Condominium of 423 All Saints Condominiums]

**THE UNDERSIGNED** hereby associate themselves together for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I  
NAMES AND ADDRESSES

§ 1.1. Corporation. The name of the corporation shall be 423 ALL SAINTS CONDOMINIUMS ASSOCIATION, INC. For convenience this corporation shall be referred to herein as the "Association".

§ 1.2. Incorporator. The name and address of the incorporator of these Articles of Incorporation is as follows: PETER ROSEN, P.O. BOX 15694, TALLAHASSEE, FL 32317.

§ 1.3. Principal Office. The address of the principal office of the Association is as follows: 423 ALL SAINTS STREET, TALLAHASSEE, FL 32301.

§ 1.4. Registered Agent. The association hereby appoints PETER ROSEN as its Registered Agent to accept service of process within this state, with the Registered Office located at 423 ALL SAINTS STREET, TALLAHASSEE, FL 32301.

**ARTICLE II**  
**DEFINITIONS & PURPOSES**

§ 2.1. Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Declaration (as defined below).

§ 2.2. Purpose. The purposes for which the Association is organized is to manage, operate and maintain the condominium to be known as 423 All Saints Condominiums, hereinafter referred to as the "condominium", in accordance with the Declaration of Condominium of 423 All Saints Condominiums (hereinafter the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

§ 2.3. Stock and Profits. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

**ARTICLE III**  
**POWERS**

§ 3.1. Common Law & Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§ 3.2. Other Powers. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- (b) To use the Proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, manage, repair, replace and operate the Condominium property.

- (d) To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- (e) To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.
- (f) To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws of the Association and the Condominium Rules and Regulations.
- (g) Pursuant to the terms of the Declaration, to contract for the management of the Condominium and the delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Condominium Documents and applicable law to have approval of the board of directors or the members of the Association.

§ 3.3. Funds & Titles to Property. All funds and the titles to all Property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

§ 3.4. Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

<b>ARTICLE IV</b> <b>MEMBERS</b>
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The qualifications of members, the manner of their admission, and voting by members shall be as follows:

§ 4.1. Owners. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership. The Owner(s) shall be entitled to vote in accordance with the Bylaws.

§ 4.2. Changes. Changes in membership in the Association shall be established by the recording in the Public Records of the county in which the Condominium is situated, a Deed or other instrument establishing a change of record title to a Unit in the Condominium, and the

delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall thereby terminate.

§ 4.3. Assignment & Transfer. The share of a member in the funds and assets of the Association can **not** be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

<b>ARTICLE V</b> <b>DIRECTORS</b>
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§ 5.1. Number of Board Members. The affairs of the Association will be managed by a board of directors as set by the Bylaws, and in the absence of such determination shall consist of a minimum of three (3) directors.

§ 5.2. Appointment or Election. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

§ 5.3. Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

<u>NAME:</u>	<u>ADDRESS:</u>
Peter Rosen	P.O. BOX 15694 TALLAHASSEE, FL 32317
Cory Byrne	P.O. BOX 15694 TALLAHASSEE, FL 32317
Michael Mastry	2208 DELTA LANE TALLAHASSEE, FL 32303

**ARTICLE VI**  
**OFFICERS**

§ 6.1. Offices. The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers shall be elected as set forth in the Bylaws. Officers shall serve with or without compensation (as determined in the Bylaws) at the pleasure of the board of directors. The same person may hold multiple offices if so elected.

The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	Michael Mastry 2208 DELTA LANE TALLAHASSEE, FL 32303
Vice President:	Peter Rosen P.O. BOX 15694 TALLAHASSEE, FL 32317
Secretary:	Cory Byrne P.O. BOX 15694 TALLAHASSEE, FL 32317
Treasurer:	Dana Kasza P.O. BOX 15694 TALLAHASSEE, FL 32317

**ARTICLE VII**  
**INDEMNIFICATION**

§ 7.1. Director & Officer Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such

cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE VIII BYLAWS

§ 8.1. Adoption. The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded as provided in the Bylaws.

## ARTICLE IX AMENDMENTS

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

§ 9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

§ 9.2. Proposal and Adoption. An amendment may be proposed by either the board of directors or by the membership of the Association. Except as otherwise provided herein, a resolution adopting a proposed amendment must receive approval of not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Articles may be amended by not less than two-thirds (2/3) of all the directors and by not less than a two-thirds (2/3) vote of the members of the Association at a duly called meeting of the Association. Directors and members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting; provided however, this agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.



§ 9.3. Effective Date of Amendments. An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of the county in which the Condominium is situated.

§ 9.4. Developer Amendments. Developer amendments to these Articles may be made in the same manner as stated in the Declaration.

§ 9.5. Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration.

<b>ARTICLE X</b> <b>TERM</b>
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§ 10.1. Term. The term of the Association shall be the life of the Condominium.

§ 10.2. Termination. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration.

**\*THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK\***

**EXECUTION**

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this 11<sup>th</sup> day of October, 2004.

WITNESSES:

[Signature]  
Signature

Richard D. [Signature]  
Printed Name

[Signature]  
Signature

John Conigan Byrne IV  
Printed Name

INCORPORATOR SIGNATURE:

Peter Rosen

By: [Signature]  
Peter Rosen

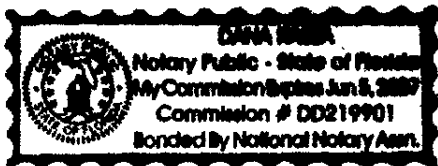
**NOTARY**

STATE OF FLORIDA  
COUNTY OF LEON

**BEFORE ME**, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared PETER ROSEN, he acknowledged that he executed the foregoing instrument on behalf of the corporation pursuant to due authority therefrom. He is personally known to me or has produced sufficient identification and did take an oath.

WITNESS my hand and seal this 11<sup>th</sup> day of October 2004.

Stamp or Seal:



[Signature]  
Notary Signature  
Dana Kasza  
Notary Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That 423 ALL SAINTS CONDOMINIUMS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed Peter Rosen, 423 ALL SAINTS STREET, TALLAHASSEE, FL 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with provision of said Act relative to being available at said location.

  
Peter Rosen

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