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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Handwritten signature and date: 4/17/07

GARLICK, STETLER & PEEPLES LLP
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

5551 RIDGEWOOD DRIVE, SUITE 101
NAPLES, FLORIDA 34108
TELEPHONE: (239) 597-7088
FACSIMILE (239) 597-6984

E-MAIL: WBRANDES@GARLAW.COM

September 24, 2007

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Cooper Street Commerce Park Condominium Association, Inc.
Our File No: 1037.002

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced entity. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$78.75 is attached to the filing which represents the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,


Wenke Brandes
Legal Assistant

WOB/jpw
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 28, 2007

WENKE BRANDES
5551 RIDGEWOOD DRIVE, SUITE 101
NAPLES, FL 34108

SUBJECT: COOPER STREET COMMERCE PARK CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W07000048063

We have received your document for COOPER STREET COMMERCE PARK CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please remove the (p.o. box) address from you registered agent information.

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 607A00056948

FILED

**ARTICLES OF INCORPORATION
OF
COOPER STREET COMMERCE PARK
CONDOMINIUM ASSOCIATION, INC.**

07 OCT 11 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Cooper Street, LLC, a Florida limited liability company, 3500 Mondovi Court, #722, Punta Gorda, Florida 33950, as sole Incorporator, for the purposes set forth below.

ARTICLE I

The name of the corporation, herein called the "Association" is Cooper Street Commerce Park Condominium Association, Inc., and its principal address is 3500 Mondovi Court, #722, Punta Gorda, Florida 33950, and its mailing address is P.O. Box 511715, Punta Gorda, Florida 33951-1715.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Cooper Street Commerce Park Condominium, a Condominium, located in Charlotte 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 except as 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 against Members of the Association to disburse the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the condominium property, including the operation and maintenance of any and all storm water management facilities and areas including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- 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 to the property.
- E. To make, amend 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, the condominium property, or any water management system facilities and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration 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. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium.
- K. To borrow or raise money for any purposes of the Association, and from time to time 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 payment, of any 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.

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

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. 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. 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

The term of the Association shall be perpetual. However, in the event the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V

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

ARTICLE VI

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 determined by 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 by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VII

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

- A. **Proposal:** Amendments to these Articles may be proposed either by a majority of the Board or by a petition of the owners, of one-fourth (1/4) of the Units 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 for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment. Prior to Turnover, no amendment shall be approved unless it is approved by at least two-thirds (2/3rds) of the Voting Interests of Members other than the Declarant of the Declaration of

Condominium.

- D. Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida.

ARTICLE VIII

INITIAL DIRECTORS: The Initial Directors of the Association shall be:

Timothy L. Shave
2995 41st Street, NW
Naples, Florida 34116

Robert Vigliotti
P.O. Box 111236
Naples, Florida 34108

Brian Howell
2960A Immokalee Road
Naples, Florida 34110

INITIAL OFFICERS: The Initial Officers of the Association shall be:

Timothy L Shave (President)
2995 41st Street, NW
Naples, Florida 34116

Robert Vigliotti (Vice President and Treasurer)
P.O. Box 111236
Naples, Florida 34108

Brian Howell (Secretary)
2960A Immokalee Road
Naples, Florida 34110

ARTICLE IX

The street address of the initial Registered Office of the Corporation is 5551 Ridgewood Drive, Suite 101, Naples, Florida 34108, and the name of its initial Registered Agent is Thomas B. Garlick, Esquire.

ARTICLE X

The Association shall indemnify and hold harmless the officers and members of the Board from and against any and all claims, suits, actions, damages, and/or causes of action arising from any personal injury, loss of life, and/or damage to property sustained in or about the

condominium property or the appurtenances thereto as well as any other legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their being or having been a Director or officer of the Association from and against all costs, legal fees, expenses and liabilities incurred in and about any such claim, the investigation thereof or the defense of any action or proceeding brought thereon, and from and against any orders, judgments and/or decrees which may be entered therein. Included in the foregoing provisions of indemnification are any expenses that the officers and Directors may be compelled to incur in bringing suit for the purpose of compelling the specific enforcement of the provisions, conditions and covenants contained in this Declaration to be kept and performed by the Association. The foregoing right of 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 interest 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 or officer has 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. 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 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 rights to which a Director or officer may be entitled.

IN WITNESS WHEREOF, the incorporator has caused these presents to be executed this 20 day of September, 2007.

Cooper Street, LLC,
a Florida limited liability company

By: 
Trinity Management, LLC,
a Florida limited liability company,
Manager

By: _____
Name: Robert Vigliotti
Its: Managing Member

STATE OF FLORIDA

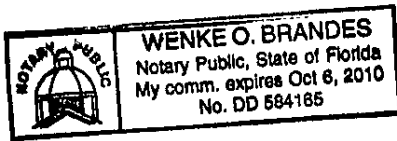
COUNTY OF Collier

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to make acknowledgments, personally appeared Robert Vigliotti, Managing Member of Trinity Management, LLC, a Florida limited liability company, Manager of Cooper Street, LLC, a Florida limited liability company, on behalf of the limited company, who is personally known or me, or who has produced a _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 20 day of September, 2007.

NOTARY PUBLIC

(SEAL)



Wenke O Brandes
Printed Name of Notary: _____
My Commission Number is: _____
My Commission Expires: _____

Acceptance of Designation Registered Agent/Registered Office

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.

Garlick, Stetler & Peeples, LLP

By: Thomas B. Garlick
Thomas B. Garlick.

Dated: 9-20-07

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