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WATSON SEWELL, PL

FRANKLIN H. WATSON
ADMITTED IN FL, AL
FL BAR BOARD CERTIFIED - REAL ESTATE
KIMBERLY WATSON SEWELL
ADMITTED IN FL, GA

ATTORNEYS AT LAW
5410 EAST COUNTY HWY 30-A, SUITE 201
SEAGROVE BEACH, FL 32459

PH (850) 231-3465
FAX (850) 231-3475

January 21, 2016

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: The Viridian Condominium Association, Inc.


To Whom It May Concern:

Enclosed please find a check in the amount of \$78.75 made payable to Department of State for the filing of Not For Profit Articles of Incorporation and Certificate of Status for the above referenced.

I have enclosed the original Articles of Incorporation along with a copy of said Articles that you have requested.

Please contact me if there are any problems with this request.

Best Personal Regards,



Barbara J. Chavez, Paralegal
To Franklin H. Watson

COVER LETTER

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

SUBJECT: The Viridian Condominium Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Barbara J. Chavez/ Watson Sewell, PL
Name (Printed or typed)

5410 E. Co. Hwy., 30-A, Suite 201

Address

Seagrove Beach, FL 32459

City, State & Zip

850-231-3465

Daytime Telephone number

barbara@watsonsewell.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE VIRIDIAN CONDOMINIUM ASSOCIATION, INC.
(a corporation not-for-profit)

16 JAN 25 PM 2:40
CLERK OF DISTRICT COURT
STATE OF FLORIDA

All terms used in these Articles of Incorporation of The Viridian Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of The Viridian Condominium (the "Declaration"), unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be The Viridian Condominium Association, Inc. For convenience this corporation will be referred to in these Articles as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as The Viridian Condominium ("Condominium") in accordance with the Declaration and for any other lawful purpose.
2. The Association is a nonprofit corporation and has no capital stock and will not make any distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will 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, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.

2. Changes in membership in the Association will be established by the recording in the Public Records of Walton County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as will be determined by the Bylaws, and in the absence of such determination will consist of three (3) directors.

2. Directors of the Association will be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her 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 or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

Amendments

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

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.

2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration or Chapter 718.

3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than a majority of the entire membership of the Board and by not less than a majority vote of all of the Owners at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Walton County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Condominium.

ARTICLE IX

Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C. and be approved in writing by the Northwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

Name

Address

Frank Watson

5410 E. County Hwy 30-A, Suite 201, Seagrove Beach, FL 32459

ARTICLE XI

Registered Agent

The Association hereby appoints Frank Watson as its Registered Agent to accept service of process within this state, with the Registered Office located at 5410 E. County Hwy 30-A, Suite 201, Seagrove Beach, FL 32459.

16 JAN 25 PM 2:40

ARTICLE XII

Principal Office

The address of the principal office of the Association is at 5410 E. County Hwy 30-A, Suite 201, Scagrove Beach, FL 32459, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 6th day of November, 2015

By: [Signature]
Frank Watson

STATE OF FLORIDA)
) SS.
COUNTY OF Walton)

The foregoing instrument was acknowledged before me this 6th day of November, 2015 by FRANK WATSON of _____, who is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

[Signature]
(Notary Signature)
Barbara J Chavez
(Notary Name Printed)
NOTARY PUBLIC
Commission No. FF897842



REGISTERED AGENT CERTIFICATE

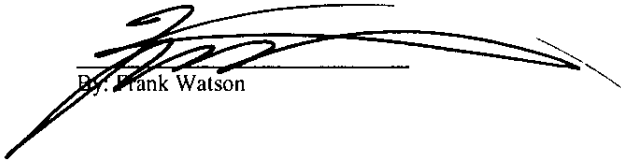
In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That The Viridian Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Seagrove Beach, County of Walton, State of Florida, has named Frank Watson, located at 5410 E. County Hwy 30-A, Suite 201, Seagrove Beach, FL 32459, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, *Florida Statutes*.

DATED: 12/08/15


By: Frank Watson

THE VIRIDIAN CONDOMINIUM ASSOCIATION, INC.

**WRITTEN ACTION OF THE BOARD OF DIRECTORS
WITHOUT A MEETING**

The undersigned, being all the members of the board of directors (the "Board") of The Viridian Condominium Association, Inc., a Florida not-for-profit corporation (the "Association"), pursuant to the provisions of Section 617.0821, *Florida Statutes*, hereby affirmatively vote for, consent to, ratify and approve of the following resolutions and the actions to be taken thereunder:

WHEREAS, the Association is the managing entity of that certain condominium project located in Santa Rosa Beach, Walton County, Florida known as The Viridian Condominium (the "Condominium");

WHEREAS, pursuant to Section V.1. of the Bylaws of the Association, the Board has the authority to appoint the officers of the Association;

WHEREAS, the Board desires to appoint the officers of the Association;

WHEREAS, the Board desires to grant Cosmo Palmieri, Chip Haring, or Jay Sien the authority to execute documents on behalf of the Association; and

WHEREAS, the Board desires to adopt the Bylaws of the Association.

NOW, THEREFORE, BE IT RESOLVED, that, the following persons are appointed as the officers of the Association:


<u>Name</u>	<u>Office</u>
Cosmo Palmieri	President
Chip Haring	Vice-President
Jay Sien	Secretary / Treasurer

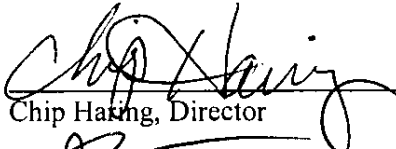
BE IT FURTHER RESOLVED, that, Cosmo Palmieri, as the president of the Association, Chip Haring as the Vice-President of the Association, and Jay Sien, as secretary of the Association shall have the authority to execute any and all documents for and on behalf of the Association and to otherwise bind the Association in all matters.

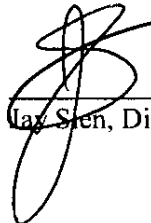
BE IT FURTHER RESOLVED, that, pursuant to Article VII of the Articles of Incorporation of the Association, the Board hereby adopts the Bylaws of The Viridian Condominium Association, Inc., attached hereto as Exhibit "A."

The undersigned hereby consent to the adoption of the above resolutions and direct that this Written Action be placed in the minute book of the Association to have the same force and effect as if such resolutions were adopted at a meeting at which the undersigned were personally present. This Written Action may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. The signatures to this Written Action need not all be on a single copy of this Written Action and may be facsimiles rather than originals, and shall be fully as effective as though all signatures were originals on the same copy.

IN WITNESS WHEREOF, the undersigned have executed this Written Action of the Board of Directors Without a Meeting as of this 18th day of December, 2015.


Cosmo Palmieri, Director


Chip Haring, Director


Jay Shen, Director

16 JAN 25 PM 2:40
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

VIRIDIAN VENTURES, LLC

WRITTEN AUTHORIZATION

The undersigned, being the Manager of VIRIDIAN VENTURES, LLC, a Florida limited liability company (the "**Company**"), authorize on behalf of the Company, that the Company take the following actions:

WHEREAS, the Company is the developer of that certain condominium project located in Walton County, Florida known as The Viridian Condominium (the "**Condominium**");

WHEREAS, The Viridian Condominium Association, Inc., a Florida not-for-profit corporation (the "**Association**"), is the managing entity of the Condominium;

WHEREAS, pursuant to Subsection III.2.C. of the Bylaws of the Association, the Company, as the developer of the Condominium has the authority to appoint the initial members of the board of directors of the Association (the "**Board**"); and

WHEREAS, Company desires to appoint the initial members of the Board.

NOW, THEREFORE, the Company appoints the following persons as the initial members of the Board:

<u>Name</u>	<u>Address</u>
Cosmo Palmieri	6907 Capital of Texas Highway Austin, Texas 78731
Chip Haring	5365 E. County Hgwy 30-A Suite 105 Santa Rosa Beach, FL 32459
Jay Sien	5365 E. County Hgwy 30-A Suite 105 Santa Rosa Beach, FL 32459

The signature to this Written Authorization need not all be an original signature and may be an electronic copy rather than an original, and shall be fully as effective as though an original.

IN WITNESS WHEREOF, the undersigned have executed this Written Authorization as of this 18th day of December, 2015.



By: Cosmo Palmieri

As its: Manager