N00000007577

# WALLACE, BROWNING, CLAYTON & KRAWETZ

A Partnership of Professional Associations
Attorneys & Counselors At Law


JAIME L. WALLACE, P.A.
ROBERT W. BROWNING, JR., P.A.
(ALSO ADMITTED IN OHIO)
STANLEY M. KRAWETZ, P.A.
(ALSO ADMITTED IN MICHIGAN)
THE CLAYTON LAW FIRM, P.A.
W. ANDREW CLAYTON, JR.
(ALSO ADMITTED IN NEW JERSEY AND NEW YORK)
MERYL CONTE CLAYTON
(ALSO ADMITTED IN NEW JERSEY)

1800 SECOND STREET
SUITE 880
SARASOTA, FLORIDA 34236
TELEPHONE (941) 951-0707
FACSIMILE (941) 951-7702


BUSINESS LAW
CIVIL LITIGATION
ESTATE PLANNING
FAMILY LAW
REAL ESTATE
SECURITIES LITIGATION
and ARBITRATION

November 7, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

300003459990--6
-11/09/00--01100--003
*****70.00 *****70.00

SUBJECT: 17th St. East Industrial Park Condominium Association, Inc.,
a corporation not for profit

Gentlemen:

Enclosed are two executed copies of the Articles of Incorporation for the above corporation along with the $ 70.00 filing fee.

Would you please stamp and return one copy to me following approval.

Very truly yours,

Robert W. Browning, Jr.

FILED
00 NOV -9 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-14

ARTICLES OF INCORPORATION
OF
17TH ST. EAST INDUSTRIAL PARK CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit, under chapter 617, Florida Statutes, and certify as follows:

ARTICLE I.

Name and Address of Corportion

The name of the Corporation shall be 17TH ST. EAST INDUSTRIAL PARK CONDOMINIUM ASSOCIATION, INC. and the address of the Corporation shall be 6208 17th St. East, Bradenton, FL 34203. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, the Condominium Act, Section 718.111, for the operation of 17TH ST. EAST INDUSTRIAL PARK CONDOMINIUM, located upon the following lands in Manatee County, Florida, to-wit:

SEE ATTACHED EXHIBIT "A"

The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III.

Powers

The powers of the Association shall be as follows:

FILED
00 NOV -9 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A) The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

(B) The Association shall have all the powers and duties set forth in the Condominium Act and those set forth in the Declaration and Bylaws if not inconsistent with the Condominium Act, as it may be amended from time to time, including, but not limited to, the following:

(1) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.

(2) To use the proceeds of assessments in the exercise of its powers and duties.

(3) The maintenance, repair, replacement and operation of the condominium property.

(4) The purchase of insurance upon the condominium property and insurance for the protection of the Association and its member as unit owners.

(5) The reconstruction of improvements after casualty, and the further improvement of the property.

(6) To make and amend reasonable regulations respecting the use of the common elements in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the unit owners of a particular condominium before such shall become effective.

(7) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, they Bylaws of the Association, and the regulations for the use of the property of the condominium.

(8) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

(9) To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to lease such portions.

(10) To employ personnel to perform the services required for proper operation of the condominium.

(11) To purchase any land upon the approval of seventy-five percent (75%) of the unit owners of the condominium.

(C) The Association shall not have the power to purchase a Condominium unit, except at sales in foreclosure of liens for assessments for common expenses, at which sales, the Association shall bid no more than the amount secured by its lien.

(D) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

(E) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

## ARTICLE IV.

## Members

The members of the Association shall consist of all of the record owners of units in the condominium and the record owners of units in such other condominiums managed by the Association; and after termination of the condominium shall consist of those who are members at the time of such termination, their successors and assigns.

After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Manatee County, Florida, a Deed or other instrument establishing a record title to a unit in the condominium, and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

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 his unit.

The owner of each unit shall be entitled to one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit, and the manner of exercising voting rights, shall be determined by the Bylaws of the Association.

## ARTICLE V.

## Directors

The affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, and in the absence of such determination, shall consist of three (3) Directors. Directors need not be members of the Association.

Directors of the Association shall be elected at special members' meetings called for that purpose and shall be elected 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 election of Directors shall comply with the following provisions:

(1) When unit owners other than the Developer own fifty percent (50%) or more of the units in the Condominium, the unit owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Directors of the Association.

(2) When unit owners other than the Developer own seventy-five percent (75%) or more of the units in the Condominium, the unit owners other than the Developer shall be entitled to elect no less than two-thirds (2/3) of the members of the Board of Directors of the Association.

(3) The Developer is entitled to elect at least one member of the Board of directors of the Association as long as the Developer owns at least twenty-five percent (25%) of the units to be operated by the Association.

The Directors named in these Articles shall serve until the first election of Directors, in accordance with the foregoing, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

| NAME | POST OFFICE ADDRESS |
|---|---|
| RICHARD RAMHOFER | 1708 Caribbean Dr.<br>Sarasota, FL 43231 |
| ROBERT W. BROWNING, JR. | 1800 Second St., Suite 880<br>Sarasota, FL 34236 |
| PAUL D. FURR | 6208 17th St. East<br>Bradenton, FL 34203 |

## ARTICLE VI.

## Officers

The affairs of the Association shall be administered 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 of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

| NAME | OFFICE | POST OFFICE ADDRESS |
|---|---|---|
| RICHARD RAMHOFER | President | 1708 Caribbean Dr.<br>Sarasota, FL 43231 |
| PAUL D. FURR | Vice President | 6208 17th St. East,<br>Bradenton, FL 34203 |
| ROBERT W. BROWNING, JR. | Secretary/Treasurer | 1800 2nd St., Suite 880,<br>Sarasota, FL 34236 |

## ARTICLE VII.

### Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 of the Association, whether or not he is a Director of officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that a settlement of the indemnification shall apply only when the Board of Directors approves such settlement, and reimbursement as being for the best interests of the Association.

The foregoing right of 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

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws, which requires a 3/4 vote of the membership.

## ARTICLE IX

### Amendments

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

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

A Resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at, or prior to, the meeting; except as elsewhere provided. Such approvals must be:

(a) by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than three-fourths (3/4) of the votes of the entire membership of the Association.

Provided, however, that no amendment shall make any changes in the qualifications for membership, nor the voting rights of members, nor any change in Section (C) of the Article III, without approval in writing of all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

A copy of each amendment shall be certified by the Secretary of the State of Florida and shall be recorded in the Public Records of Sarasota County, Florida.

ARTICLE X.

Incorporators

The name and address of the incorporator of these Articles of Incorporation is Robert W. Browning, Jr., 1800 Second St., Suite 880, Sarasota, Fl. 34236

ARTICLE XI.

Initial Registered Agent

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE XII.

Term

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, the incorporators have affixed their signatures this the 7th day of November, 2000.

ROBERT W. BROWNING, JR.

STATE OF FLORIDA )
COUNTY OF SARASOTA )

BEFORE ME, the undersigned authority, personally appeared Robert W. Browning, Jr., Incorporator of 17TH ST. EAST INDUSTRIAL PARK CONDOMINIUM, ASSOCIATION, INC., a Florida corporation, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 7th day of November, 2000.

Notary Public, State of Florida

Laura Lee Dezelski
My Commission CC923353
Expires May 22, 2004

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
17TH ST. EAST INDUSTRIAL PARK CONDOMINIUM ASSOCIATION, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: November 7, 2000

ROBERT W. BROWNING, JR.

FILED
00 NOV -9 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

**LEGAL DESCRIPTION**

PARCEL ONE:

BEGIN AT A POINT 50 FEET EAST AND 30 FEET NORTH OF THE S.W. CORNER OF THE N.W. 1/4 OF THE N.W. 1/4 OF SECTION 19, TOWNSHIP 35 SOUTH, RANGE 18 EAST; SAID POINT ALSO BEING THE INTERSECTION OF THE EAST RIGHT-OF-WAY OF U.S. 301 AND THE NORTH RIGHT-OF-WAY OF SAUNDERS ROAD; THENCE NORTH 88°34'54" EAST ALONG THE NORTH RIGHT-OF-WAY OF SAUNDERS ROAD, A DISTANCE OF 927.21 FEET TO THE WEST RIGHT-OF-WAY OF 17TH STREET EAST; THENCE NORTH 01°27'40" WEST ALONG THE WEST RIGHT-OF-WAY OF 17TH STREET EAST, A DISTANCE OF 500 FEET FOR A P.O.B.; THENCE CONTINUE NORTH 01°27'40" WEST ALONG SAID RIGHT-OF-WAY A DISTANCE OF 110.00 FEET; THENCE SOUTH 88°32'30" WEST, A DISTANCE OF 279.29 FEET TO THE CENTER OF THE ONECO DRAINAGE CANAL; THENCE SOUTH 04°03'45" WEST ALONG THE CENTER OF SAID CANAL, A DISTANCE OF 110.51 FEET; THENCE NORTH 88°32'20" EAST, A DISTANCE OF 289.93 FEET TO THE P.O.B., BEING AND LYING IN SECTION 19, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, AND CONTAINING A 30 FOOT WIDE STRIP OF LAND ALONG THE WEST LINE FOR AN EASEMENT FOR SAID ONECO DRAINAGE CANAL.

PARCEL TWO:

COMMENCE AT THE POINT OF INTERSECTION OF THE EAST RIGHT-OF-WAY OF U.S. 301, AND THE NORTH RIGHT-OF-WAY OF SAUNDERS ROAD; THENCE NORTH 88°34'54" EAST, ALONG THE NORTH RIGHT-OF-WAY OF SAUNDERS ROAD, 927.21 FEET TO THE POINT OF INTERSECTION OF SAID LINE AND THE WEST RIGHT-OF-WAY LINE OF 17TH STREET EAST; THENCE NORTH 01°27'40" WEST ALONG SAID WEST RIGHT-OF-WAY, 610.0 FEET FOR A P.O.B.; THENCE CONTINUE ALONG SAID WEST RIGHT-OF-WAY OF 17TH STREET EAST 170.0 FEET; THENCE SOUTH 88°32'20" WEST, 262.85 FEET TO THE POINT OF INTERSECTION OF SAID LINE AND THE CENTERLINE OF ONECO DRAINAGE CANAL; THENCE SOUTH 04°03'45" WEST ALONG THE CENTER OF SAID CANAL 170.79 FEET; THENCE NORTH 88°32'20" EAST, 279.29 FEET TO THE P.O.B., LYING AND BEING IN SECTION 19, TOWNSHIP 35 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA, AND CONTAINING A 30 FOOT WIDE STRIP OF LAND ALONG THE WEST LINE FOR AN EASEMENT FOR SAID ONECO DRAINAGE CANAL AND A 15 FOOT WIDE DRAINAGE EASEMENT ALONG THE NORTH LINE.