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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CUSTOMER NO: 85036A

CUSTOMER: Robert A. Forlizzo, Esq  
Forlizzo Law Group, P.a.

2903 Rigsby Lane

Safety Harbor, FL 34695

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PARKWOOD SQUARE LAND  
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

DB 7/5<sup>v</sup>

**ARTICLES OF INCORPORATION**

**FOR**

**PARKWOOD SQUARE LAND CONDOMINIUM ASSOCIATION, INC.**

**FILED**  
**02 JUL -5 PM 3:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not-for-profit, pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be PARKWOOD SQUARE LAND CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws" and the Declaration of Condominium for PARKWOOD SQUARE LAND CONDOMINIUM as the "Declaration of Condominium". The principal business address and mailing address is 2901 Rigsby Lane, Safety Harbor, Florida 34695.

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act"), for the operation of that certain condominium located in Manatee County, Florida, and known as PARKWOOD SQUARE LAND CONDOMINIUM (the "Condominium").

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 4**

**POWERS**

The powers of the Association shall include and be governed by the following:

- 4.1 **General.** The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth in Chapter 718, Florida Statutes (the Condominium Act) and said Declaration of Condominium, from time to time.
- 4.2 The Association may enter into Lease Agreements and may acquire and enter into agreements acquiring leaseholds, and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, or other use or benefit of the members.

- 4.3 Condominium Property. All funds and the title of all properties acquired by the Association, and their proceeds, shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.
- 4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors, or officers.
- 4.5 Limitation. The powers of the association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

## **ARTICLE 5**

### **MEMBERS**

- 5.1 Membership. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the Condominium shall consist of those who are members at the time of the termination and their successors and assigns.
- 5.2 Assignment. The share of a member of the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, each Unit shall have one (1) vote for each square foot of land which comprises that Unit as shown on the Condominium Plat. Votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to vote for each Unit owned.
- 5.4 Meeting. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

## **ARTICLE 6**

### **TERM OF EXISTENCE**

The Association shall have perpetual existence unless dissolved according to law.

## **ARTICLE 7**

### **INCORPORATOR**

The names and addresses of the subscribers to these Articles are as follows:

Robert A. Forlizzo

2903 Rigsby Lane  
Safety Harbor, FL 34695

## ARTICLE 8

### OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Robert O. Schlytter 5111 S. 76 <sup>th</sup> Street, 2 <sup>nd</sup> Floor Greendale, WI 53129
Vice President Secretary, Treasurer	Michael T. Wagner 2901 Rigsby Lane Safety Harbor, Florida 34695

## ARTICLE 9

### DIRECTORS

9.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Except for directors appointed by the Developer, all directors must be either members of the Association, owners of a unit in the condominium, or officers or directors of a corporate owner of a unit.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit owners when that is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 Term of Developer's Directors. The Developer of the condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws.

9.5 First 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 are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert O. Schlytter	5111 S. 76 <sup>th</sup> Street, 2 <sup>nd</sup> Floor Greendale, WI 53129

Michael T. Wagner

2901 Rigsby Lane  
Safety Harbor, Florida 34695

Robert A. Forlizzo

2903 Rigsby Lane  
Safety Harbor, Florida 34695

## **ARTICLE 10**

### **INDEMNIFICATION**

- 10.1 **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believes to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action was brought shall determine upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of solo contenders or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed, to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 10.2 **Expenses.** To the extent that a director, officer employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 **Approval.** Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by Independent legal counsel in a written opinion, or by a majority of the members.
- 10.4 **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association, in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount,

unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

- 10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of the members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of their heirs, executors and administrators of such a person.
- 10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a directory officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE 11**

### **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

## **ARTICLE 12**

### **AMENDMENTS**

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

- 12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- 12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or Directors or by not less than one-third (1/3) of the Members of the Association. Directors and Member not present in person, or by proxy, at the meeting considering the amendment may express their approval, in writing, providing the approval is delivered to the secretary, at or prior to the meeting. The approval must be either:
- (a) by not less than 66-2/3; of the votes of the entire membership of the Association and by not less than a majority of the Board of Directors, or
  - (b) by not less than 75%; of the votes of the entire membership of the Association.
- 12.3 Limitation. Provided, however, that no amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 and 4.5 of Article 4, entitled "Powers", without approval, in writing, by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Act or the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges,

powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join the execution of the Amendment.

- 12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Manatee County, Florida.

**ARTICLE 13**

**INITIAL REGISTERED OFFICE ADDRESS**

**AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at 2903 Rigsby Lane, Safety Harbor, Florida 34695 with the privilege of having its office at other places within or Without the state of Florida. The initial Registered Agent at that address shall be Robert A. Forlizzo.

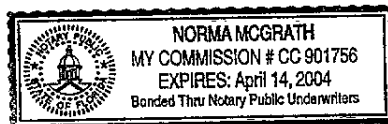
IN WITNESS WHEREOF, the undersigned has affixed his signature this 3<sup>rd</sup> day of July, 2002.

  
ROBERT A. FORLIZZO

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 3<sup>rd</sup> day of July, 2002, by Robert A. Forlizzo, who is personally known to me.

  
Notary Public



ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, or Parkwood Square Land condominium Association, Inc., shall hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Parkwood Square Land Condominium Association, Inc. I am familiar with and accept the obligations provided for within Florida Statute 607.325.

  
\_\_\_\_\_  
ROBERT A. FORLIZZO

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