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J. Shivers APR 05 2005

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Abaco Bay Condominium  
Association, Inc.

- ☒ Art of Inc. File\_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File\_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File\_\_\_\_\_
- \_\_\_\_\_ L.C. File\_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File\_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark\_\_\_\_\_
- \_\_\_\_\_ Merger File\_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File\_\_\_\_\_
- \_\_\_\_\_ RA Resignation\_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal\_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement\_\_\_\_\_
- ☒ Cert. Copy\_\_\_\_\_
- \_\_\_\_\_ Photo Copy\_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing\_\_\_\_\_
- \_\_\_\_\_ Certificate of Status\_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name\_\_\_\_\_
- \_\_\_\_\_ Corp Record Search\_\_\_\_\_
- \_\_\_\_\_ Officer Search\_\_\_\_\_
- \_\_\_\_\_ Fictitious Search\_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search\_\_\_\_\_
- \_\_\_\_\_ Vehicle Search\_\_\_\_\_
- \_\_\_\_\_ Driving Record\_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File\_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search\_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval\_\_\_\_\_
- \_\_\_\_\_ Courier\_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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ARTICLES OF INCORPORATION

OF

ABACO BAY CONDOMINIUM ASSOCIATION, INC.,  
a Florida corporation not for profit

Article I: Name

The name of the corporation is: ABACO BAY Condominium Association, Inc.

Article II: Principal Office

The principal place of business address of this corporation shall be 5100 Las Verdes Circle #106, Delray Beach, Florida 33484. The mailing address of this corporation shall be 5100 Las Verdes Circle #106, Delray Beach, Florida 33484.

Article III: Duration

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

Article IV: Purpose

This corporation is generally organized for any lawful purposes not for pecuniary profit for which corporations may be incorporated in this jurisdiction under the Florida Not-For-Profit Corporation Act. Specifically, this corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the Act) for the operation of a condominium located in Collier County, Florida, and known as Abaco Bay Condominium (the Condominium), created pursuant to the Declaration of Condominium for Abaco Bay Condominium (the Declaration). This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in the relevant provisions of Florida Statutes, Chapters 607, 617, and 718.

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#### Article V: Benefits

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

#### Article VI: Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5100 Las Verdes Circle #106, Delray Beach, Florida 33484. The name of the initial registered agent of this corporation at that address is Michael Johnson.

#### Article VII: Directors and Officers

There shall be a Board of Directors numbering not less than three (3) nor more than five (5) ~~fifteen (15)~~, who need not be members of the corporation. All Directors shall be elected in accordance with the Bylaws of the corporation. The Board of Directors is that group of persons vested with the business and affairs of the corporation. The names, capacity and addresses of the initial Board of Directors and Officers are:

<u>Name</u>	<u>Capacity</u>	<u>Address</u>
Michael Johnson	Director/President	5100 Las Verdes Circle #106 Delray Beach, FL 33484
Michael Hager	Director/Secretary Treasurer	5100 Las Verdes Circle #106 Delray Beach, FL 33484
Per Svensson	Director/Vice President	5100 Las Verdes Circle #106 Delray Beach, FL 33484

## Article VIII: Indemnification of Directors

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, (including attorney's fees), judgment, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

## Article IX: Management by Officers

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, Treasurer, and such other officers and committees as may be deemed necessary and proper by the Board of Directors. Such officers shall be appointed by the Board of Directors in accordance with the Bylaws of the corporation. Those officers that shall serve until the first election or appointment of officers are as stated in Article VII hereof.

## Article X: Membership

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

Article XI: Incorporator

The name and address of the person signing these Articles of Incorporation is:

Michael Johnson

5100 Las Verdes Circle #106, Delray Beach, FL 33484

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned constituting the incorporator of this corporation, have executed these Articles of Incorporation this 28 day of MARCH 2005

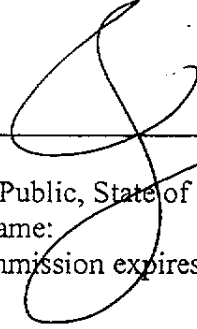
State of Florida

County of Polk

  
\_\_\_\_\_  
Michael Johnson

Before me, the undersigned authority, this day personally appeared Michael Johnson, who is personally known by me or has produced DL License as identification, who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed herein.

In witness whereof, I have hereto set my hand and affixed my seal this 28 day of MARCH 2005

  
\_\_\_\_\_  
Notary Public, State of Florida

Print Name:

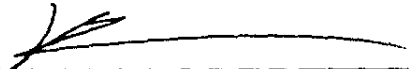
My commission expires:

**JILL SONTAG**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD164570  
EXPIRES 11/13/2006  
BONDED THRU 1-888-NOTARY1

Acceptance

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation, I hereby 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 this 28 day of MARCH 2005

  
\_\_\_\_\_  
Michael Johnson, Registered Agent