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YOUR CAPITAL CONNECTION

NO. 9882

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE 1826 CONDOMINIUM ASSOCIATON, INC.**

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**ARTICLES OF INCORPORATION OF  
THE 1826 CONDOMINIUM ASSOCIATION, INC.**

In order to form a corporation under and in accordance with the provisions of the law of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the proposed corporation will be: THE 1826 CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II**

**PURPOSE OF CORPORATION**

The purpose and objects of the Corporation shall be the maintenance, management and operation of all of the condominium properties of THE 1826 BUILDING, an OFFICE CONDOMINIUM, hereinafter in these Articles of Incorporation referred to as the "CONDOMINIUM", a condominium regime to be established in accordance with the laws of the State of Florida, and to undertake the performance of acts and duties incident to the maintenance, management and operation of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be recorded among the Public Records of Indian River County, Florida, at the time said property and the improvements now or hereafter situated thereon are submitted to a plan of condominium ownership, which instrument is hereinafter referred to as the "Declaration", and to own, operate, lease, sell trade or otherwise deal with such property, whether real or personal, as may be necessary or convenient in the management of said CONDOMINIUM. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

**ARTICLE III**

**POWERS OF THE CORPORATION**

A. The Corporation shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Corporation is charged, and all of the powers and privileges which may be granted unto said Corporation or exercised by it under any other applicable laws of the State of Florida including Section 718, Florida Statutes, commonly referred to as the "Condominium Act."

B. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, but not limited to the following:

- (i) To make and establish reasonable rules and regulations and amendments thereto governing the use of PROFESSIONAL UNITS and COMMON PROPERTY of the CONDOMINIUM and said party being divested of all such interest in any PROFESSIONAL UNIT except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more PROFESSIONAL UNITS, so long as such party shall retain title to or a fee ownership interest in any PROFESSIONAL UNIT.

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C. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to said member's PROFESSIONAL UNIT. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws which may be hereafter adopted.

D. On all matters on which the membership shall be entitled to vote there shall be a total of 4 votes to be cast. Said votes shall be allocated and cast such that each Unit shall be entitled to one vote.

E. Until such time as the CONDOMINIUM is submitted to CONDOMINIUM ownership by the recordation of a Declaration of Condominium, the membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

#### ARTICLE V

##### TERM OF EXISTENCE

The Corporation shall have a perpetual existence.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 1826 14<sup>th</sup> Avenue, Vero Beach, Florida 32960, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### ARTICLE VII

##### MANAGEMENT OF THE CORPORATION

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by one or more Vice President, a Secretary, Treasurer, and such additional officers as the Board of Directors may deem appropriate, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a managing agent or such other managerial and supervisory personnel or entities to administer or assist in the maintenance, management, and operation of the CONDOMINIUM and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

#### ARTICLE VIII

##### DIRECTORS

The number of members of the First Board of Directors of the Corporation shall be four (4). The number of members of a succeeding Board shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the members as provided by the Bylaws of the Corporation. Each member of the Board of Directors shall be a member of the Corporation or shall be an authorized representative, officer or employee of a corporate member of the Corporation.

## ARTICLE IX

OFFICERS

The Board of Directors shall, at the time of the Annual Meeting and after their election by the Members of the Corporation, convene and thereupon elect a President, Secretary and Treasurer and as many Vice President, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors but no other Officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided however, that the office of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

## ARTICLE X

FIRST BOARD OF DIRECTORS

The names and post office addresses of the First Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

## NAME ADDRESS

Kevin MacWilliam	1826 14 <sup>th</sup> Avenue, Vero Beach, Florida 32960
Margaret Keys McCain	1826 14 <sup>th</sup> Avenue, Vero Beach, Florida 32960
Theresa L. MacWilliam	1826 14 <sup>th</sup> Avenue, Vero Beach, Florida 32960
Matthew McCain	1826 14 <sup>th</sup> Avenue, Vero Beach, Florida 32960

## ARTICLE XI

SUBSCRIBERS

The name of the Subscriber to these Articles of Incorporation and his respective address is set forth as follows:

## NAME ADDRESS

Kevin MacWilliam 1826 14<sup>th</sup> Avenue, Vero Beach, Florida 32960

## ARTICLE XII

FIRST OFFICERS

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

PRESIDENT: Kevin MacWilliam

VICE PRESIDENT: Margaret Keys McCain

TREASURER: Matthew McCain

SECRETARY: Theresa L. MacWilliam

## ARTICLE XIII

ADOPTION OF BYLAWS

The original Bylaws of the Corporation shall be adopted by a majority vote of the members of the First Board of Directors of the Corporation present at the first meeting of said Board of Directors at which a quorum is present, and thereafter such Bylaws may be altered or rescinded only in such a manner as said Bylaws may provide.

## ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 corporation, whether or not he is 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 duties, connected with such office; provided that, in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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 XV

AMENDMENTS

A. An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the PROFESSIONAL UNITS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the president or the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than fourteen (14) days

nor later than thirty (30) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting, in accordance with the provisions of the Bylaws of the ASSOCIATION. At such meeting the Amendment or Amendments proposed, must be approved by an affirmative vote of the members entitled to vote not less than one hundred (100%) per cent of the total votes in the ASSOCIATION in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Indian River County Florida within ten (10) days from the date of which the same are so registered.

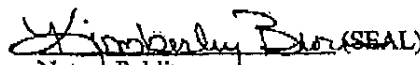
B. In the event that the members owning the number of PROFESSIONAL UNITS in the condominium necessary to pass may Amendment 01' Amendments to these Articles of Incorporation shall execute an instrument amending these Articles of Incorporation, the same shall be and constitute when duly registered in the Office of the Secretary of State, a valid amendment to these Articles of Incorporation and it shall not be necessary for the meeting otherwise prescribed above to be held.

IN WITNESS, WHEREOF, the Subscriber has hereunto set his hand and seal this 16 day of April, 2012.

  
Kevin MacWilliam; Incorporator

STATE OF FLORIDA COUNTY OF  
INDIAN RIVER

BEFORE ME, the undersigned authority personally appeared KEVIN MACWILLIAM who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed this 16 day of April, 2012.

 (SEAL)  
Notary Public

**Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served, and names and addresses of the officers and directors.**

The following is submitted in compliance with Chapter 48.091, Florida statutes: 1826 CONDOMINIUM ASSOCIATION, Inc., a corporation not for profit, organized under the laws of the state of Florida, with its principal office at 1826 14<sup>th</sup> Avenue, Vero Beach, Florida 32960, has named KEVIN MACWILLIAM, who address is 1826 14<sup>th</sup> Avenue, Vero Beach, Florida 32960, as its Agent to accept service of process within this State.

OFFICER:

ADDRESS

  
Kevin MacWilliam

1826 14<sup>th</sup> Avenue, Vero Beach, Florida 32960

ACCEPTANCE:

I agree as Registered Agent to accept service of process: to keep an office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in such conspicuous place as required by law.

  
Kevin MacWilliam

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