

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Casa Alegre Condominium Association, Inc.

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**ARTICLES OF INCORPORATION
OF**

CASA ALEGRE CONDOMINIUM ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is: CASA ALEGRE CONDOMINIUM ASSOCIATION, INC., (hereafter referred to as the "Association.")

ARTICLE II

PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Casa Alegre Condominium (the "Condominium"), located in Orange County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property.

(C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the property.

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(E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.

(F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, if provided by the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the Condominium and the condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

(K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP

(A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

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(C) The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

This Association shall exist perpetually unless and until dissolved as now or hereafter provided by law.

ARTICLE V

INCORPORATOR

The names and addresses of the subscriber is:

NAME

ADDRESS

Jesus Colmenero

1208 Spokane Avenue
Orlando, Florida 32803

ARTICLE VI

BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

BOARD OF DIRECTORS

(A) The Board of Directors of the Association shall consist of not less than three (3) persons nor more than twenty-five (25) persons, the exact number to be determined in accordance with the provisions of the Bylaws. The Association's business, policies, affairs and funds shall be under the control and management of the Board of Directors, the initial members of which shall be:

1. Jesus Colmenero
2. Robert A. Kanter
3. Wanda Medina

(B) Directors of the Association shall be elected by the members 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.

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ARTICLE VIII

OFFICERS

The affairs of the Association shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided by the Board of Directors from time to time in the Bylaws. An officer or director may hold one or more offices. The Officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE IX

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the manner determined by the Bylaws.

ARTICLE X

INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

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ARTICLE XI

**INITIAL PRINCIPAL OFFICE;
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789. The mailing address is Post Office Box 880, Winter Park, Florida 32790-0880. The initial registered office of the corporation shall be 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789, and the registered agent of the corporation at that office shall be KARL A. SANDELL.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 7 day of January, 2002.


JESUS COLMENERO

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7 day of January, 2002 by JESUS COLMENERO.




Notary Public *Michelle Clancy*
My Commission Expires:

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CONSENT OF REGISTERED AGENT

KARL A. SANDELL, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of CASA ALEGRE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.

DATED this 7th day of January, 2002.


KARL A. SANDELL

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