

NO2000007673

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000209013 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : JILL K. SATTERWHITE, P.A.
Account Number : I20020000048
Phone : (850)429-1888
Fax Number : (850)433-5931

FLORIDA NON-PROFIT CORPORATION

401 South Palafox Condominium Owners' Association, I

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
02 OCT -7 AM 8:47
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Bm 1018

• (((H02000209013 0))) **ARTICLES OF INCORPORATION
OF
401 SOUTH PALAFOX CONDOMINIUM OWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, the undersigned, hereby certifies and sets forth the following:

**ARTICLE I
NAME**

The name of the corporation, herein called the "Association," is 401 South Palafox Condominium Owners' Association, Inc., and its principal place of business is 17 West Cedar Street, Suite 3, Pensacola, FL 32501.

**ARTICLE II
DEFINITIONS**

The definitions set forth in the Declaration of Condominium of 401 South Palafox Condominium shall apply to the terms used in these Articles.

**ARTICLE III
PURPOSES 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 401 South Palafox Condominium, located in Escambia 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.

Jill K. Satterwhite, P.A
625 East Romana Street, Suite B
Pensacola, Florida 32501
Florida Bar #0095478
(((H02000209013 0)))

02 OCT -7 AM 8:47
 FILED
 STATE OF FLORIDA
 TALLAHASSEE COUNTY

(((H02000209103 0)))

- (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.
- (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 enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the Condominium and the Condominium Property and 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.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities regardless of whether 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.
- (J) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (K) To access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or any portion of a Unit to be maintained by the Association pursuant to the Declaration or as necessary to prevent damage to the Common Elements or to a Unit or Units.
- (L) To grant, modify, or move any easement if the easement constitutes part of or crosses the Common Elements or the Association property.

(((H02000209013 0)))

((H020002090130))

**ARTICLE IV
MEMBERSHIP**

- (A) The members of the Association shall consist of all record owners of a Unit in the Condominium.
- (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 the member's unit.
- (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.
- (D) Change in membership shall be accomplished by recording in the public records of Escambia County, Florida, a deed transferring title to a Unit or other instrument establishing record title to a Unit in the Condominium and providing notice thereof to the Association as required by the Bylaws.

**ARTICLE V
TERM**

The term of the Association shall be perpetual.

**ARTICLE VI
BYLAWS**

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

**ARTICLE VII
DIRECTORS AND OFFICERS:**

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (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.

((H02000209013 0))

((H02000209013 0))

- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

**ARTICLE VIII
AMENDMENTS**

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-half (1/2) of the Units by instrument, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Escambia County, Florida.

**ARTICLE IX
INITIAL DIRECTORS**

The initial Directors of the Association shall be:

JOHN S. CARR
17 WEST CEDAR STREET, SUITE 3
PENSACOLA, FLORIDA 32501

BRIAN K. SPENCER
17 EAST MAIN STREET
PENSACOLA, FLORIDA 32501

((H02000209013 0))

((H02000209013 0)))

ERIC J. NICKELSEN
17 WEST CEDAR STREET, SUITE 3
PENSACOLA, FLORIDA 32501

ARTICLE X
INITIAL REGISTERED AGENT

The initial registered agent shall be John S. Carr. The address of the initial registered agent is 17 West Cedar Street, Suite 3, Pensacola, Florida 32501.

7TH WHEREFORE, the incorporator has caused these presents to be executed this day of October, 2002.

INCORPORATOR:

PENSACOLA CAPITAL, L.L.C.,
a Florida limited liability company,
By: John S. Carr & Associates, Inc., Manager

John S. Carr
By: John S. Carr, President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7TH day of October, 2002, by John S. Carr, as President of John S. Carr & Associates, Inc., a Florida corporation, as Manager of Pensacola Capital, L.L.C., a Florida limited liability company. John S. Carr is personally known to me or has produced PERSONALLY KNOWN as identification.



Linda Aligood
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 06-21-03
Linda Aligood #CC822546

((H02000209013 0)))

((H02000209013 0))

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 401 South Palafox Condominium Owners' Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity. I am familiar with and agree to comply with the laws of the State of Florida in keeping open said office.



John S. Carr

This Document was prepared by:
Jill K. Satterwhite, Esq., of
Jill K. Satterwhite, P.A.
625 East Romana Street, Suite B
Pensacola, Florida 32501

File Number: P0817-83959

C:\clients\p83959\FROM ESC\Articles.2002.wpd

FILED
02 OCT -7 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H02000209013 0))