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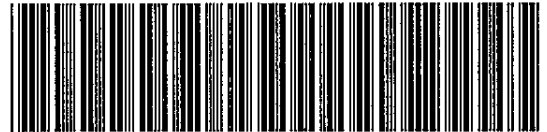
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DIVISION OF CORPORATION

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 280722 7103152

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 78.75

ORDER DATE : October 15, 2003

ORDER TIME : 10:56 AM

ORDER NO. : 280722-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Carrie J. Canales
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: HOTEL ESCALANTE CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

HOTEL ESCALANTE CONDOMINIUM ASSOCIATION, INC.

FILED
03 OCT 15 PM 2:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by Kenneth R. Johnson, Esquire, of Goodlette, Coleman & Johnson, P.A., whose address is 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME AND ADDRESS. The name of the corporation, hereinafter referred to as the "Association", is HOTEL ESCALANTE CONDOMINIUM ASSOCIATION, INC. The address of the Association is 290 Fifth Avenue South, Naples, Florida 34102.

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 Hotel Escalante, a Condominium Hotel, located in Collier County, Florida.

The Association is organized and shall exist on 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 or the Declaration of Condominium, as they may hereafter be amended from time to time, including without limitation, 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.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and association property, and the operation of the Association.
- F. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws, any Rules and Regulations of the Association and any applicable governing law.
- 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 those which are specifically required by the Declaration of Condominium or applicable governing law 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, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. The Association has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide a use or benefit to the Unit owners.
- J. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation 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, by means of 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.
- K. To acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of its members.
- L. To sue and be sued, complain and defend in its corporate name with respect to the exercise or non-exercise of its powers.

All funds and the title to all property acquired by the Association shall be held in trust 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 legal title to the 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 said 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.

ARTICLE IV

TERM. The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

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 upon petition of the owners of one-fourth (1/4) 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 or under the Declaration of Condominium, 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 a fair statement 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 Collier County, Florida.

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. In the absence of a Bylaw provision to the contrary, the Board 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.
- 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

INITIAL REGISTERED AGENT.

The initial registered office of the Association shall be at:

4001 Tamiami Trail North, Suite 300
Naples, Florida 34103

The initial registered agent at said address shall be:

Kenneth R. Johnson

ARTICLE IX

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 (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, 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 provisions for indemnification shall apply whether or not such person is a director or officer at the time such expenses are incurred. 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. Gross negligence or willful misconduct in office by any Director or officer.
- B. Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.


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 X

DEFINITIONS.

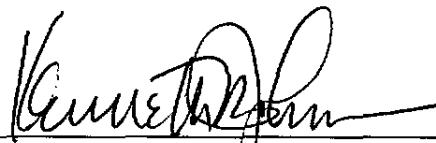
All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

WHEREFORE the incorporator has caused these presents to be executed this 14th day of October, 2003.

By: 
Kenneth R. Johnson, Esquire

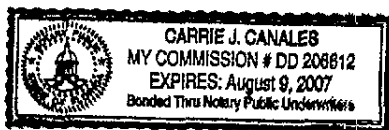
ACCEPTANCE OF REGISTERED AGENT

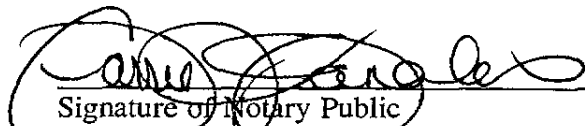
Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Act.


KENNETH R. JOHNSON

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of October, 2003 by KENNETH R. JOHNSON, who (X) is personally known to me or () produced his driver's license as identification.




Signature of Notary Public

CARRIE J. CANALES

Printed Name of Notary Public
My Commission Expires:

(NOTARY SEAL)

FILED
03 OCT 15 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA