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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 APR 22 PM 2:59

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: 951 WING C CONDOMINIUM CAMPUS SUB-ASSOCIATION, INC.
(PROPOSED CORPORATE NAME MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARK ROTHENBERG, ESQ.

Name (Printed or typed)

433 PLAZA REAL, SUITE 339

Address

BOCA RATON, FLORIDA 33432

City, State & Zip

(561) 368-3808

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

This instrument was prepared by:
Charles L. Siemon
433 Plaza Real, Suite 339
Boca Raton, FL 33432

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 22 PM 3:00

**ARTICLES OF INCORPORATION
OF
951 WING C CONDOMINIUM CAMPUS SUB-ASSOCIATION, INC.**

By these Articles, the undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Fla. Stat. Chapter 718 (2003), and certify as follows:

**ARTICLE I
NAME AND DEFINITIONS**

The name of the corporation shall be 951 WING C CONDOMINIUM CAMPUS SUB-ASSOCIATION, INC. The corporation is herein referred to as the "Wing C Sub-association" or "Sub-association" and the terms used herein shall have the meaning for each stated in F.S. ch. 718 (hereinafter referred to as the "Act") and the Declaration of Condominium of 951 Office Condominium Complex (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida, unless the context otherwise requires.

**ARTICLE II
PURPOSE**

The Sub-association is organized for the following purposes:

- (1) To maintain, operate, and manage the Limited Common Elements, and Limited Common Expenses for Wing C of the Condominium (the "Wing") as set forth in the Declaration, and to do all things incident, necessary, convenient, expedient, ancillary, or in aid of the accomplishment of the foregoing.
- (2) To enforce the Declaration and By-Laws as to individual Units within the Wing.
- (3) To own, operate, lease, sell, trade, or otherwise deal with such property, real or personal within or assigned to the Wing, as may be necessary or convenient in the administration of the Wing.

ARTICLE III POWERS

3.01. Implied Powers. The Sub-association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the purposes of a condominium association, as set forth in this Article, the Declaration, and the Act.

3.02. Specific Powers. The Sub-association shall have all of the powers set forth in the Act, and all of the powers reasonably necessary to operate the Limited Common Elements and other property assigned to the Wing (the "Wing Property") as set forth in the Declaration, including but not limited to the following irrevocable rights, powers, and authority:

- (1) To enforce the covenants and restrictions contained in the Declaration, and to make, establish, and enforce reasonable Rules and Regulations governing the administration, management, and use of the Wing Property;
- (2) To establish a budget for the operation of the Wing; to designate those expenses which shall constitute the Limited Common Expenses of the Wing; to make, levy, and collect assessments against Unit Owners of the Wing; to provide the funds to pay for the Limited Common Expenses as provided for in the Condominium Documents and in the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Sub-association;
- (3) To maintain, repair, replace, and operate those portions of the Wing Property that the Sub-association has the duty or right to maintain, repair, replace, and operate under the Condominium Documents;
- (4) To have access to each Unit within the Wing from time to time during reasonable hours as may be necessary for the maintenance, repair, or replacement of any Limited Common Elements therein or accessible therefrom, or, to have immediate access at any time as may be necessary for making emergency repairs necessary to prevent damage to any other Unit or Units within the Wing;
- (5) To contract for the management of the Wing Property and to delegate to such agent(s) all or some of the powers, duties, and responsibilities of the Sub-association;
- (6) To employ personnel to perform the services required for proper operation of the Wing;
- (7) To purchase and maintain all forms of insurance on the Wing Property for the protection of the Sub-association and its members;
- (8) To reconstruct the Wing Property after casualty or other loss;
- (9) To make additional improvements on and to the Wing Property;

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- (10) To approve or disapprove the transfer, mortgage, and ownership of Units to the extent such power is granted to it under the Condominium Documents;
 - (11) To retain legal counsel at the expense of the Sub-association and to enforce by legal action the provisions of the Condominium Documents and the Rules and Regulations of the Sub-association;
 - (12) To acquire, by purchase or otherwise, Units in the Wing, and to hold, lease, mortgage, and convey the same;
 - (13) To lease or license the use of the Limited Common Elements in a manner not inconsistent with the rights of the Wing Unit Owners;
 - (14) To pay taxes and assessments which are liens against any part of the Wing other than individual Units (unless the individual Units are owned by the Sub-association) and the appurtenances thereto, and to assess the same against the Units subject to liens for such purposes;
 - (15) To pay the cost of all power, water, sewer, trash, garbage, and other utility services rendered to the Wing and not billed to the individual Units within the Wing or to the Master Association;
 - (16) To adopt and establish Bylaws for the operation of the Sub-association.

ARTICLE IV

SUB-ASSOCIATION FUNDS AND PROPERTY

The Sub-association shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Sub-association may pay compensation in a reasonable amount to its Members, Directors, and Officers for services rendered, and it may confer benefits on its Members in conformity with the Declaration and the purposes of the Sub-association. For the purpose of dissolution or termination, the Sub-association may make distributions to its Members as permitted by law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. All funds and property acquired by the Sub-association and all proceeds therefrom shall be held and used for the benefit of the Members of the Sub-association in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

ARTICLE V MEMBERS

5.01. Qualification. The Members of the Sub-association shall consist of all of the Unit Owners of record in the Wing.

5.02. Change in Membership. Change of membership in the Sub-association shall be established by the recording in the public records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a Condominium Unit in the Wing, and delivery to the Sub-association of a certified copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a Member of the Sub-association, and the membership of the prior Unit Owner shall thereby be terminated.

5.03. Transfer of Membership. The share of a Member in the Sub-association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to such Member's Unit.

5.04. Meetings. The Bylaws shall provide for an annual meeting of Members and may provide for regular and special meetings other than the annual meeting.

5.05. Voting. The owner of each Unit shall be entitled to the number of votes specified in the Declaration for that Unit. The manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE VI DIRECTORS

6.01. Number. The property, business, and affairs of the Sub-association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Except as may otherwise be provided in the Bylaws, each Director shall be either a person designated by the Developer or a person entitled to cast a vote in the Sub-association.

6.02. Election. Directors may be designated or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

6.03. Authority. All of the duties and powers of the Sub-association existing under the Condominium Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners within the Wing when such approval is specifically required by the Condominium Act, the Declaration, these Articles, or the Bylaws.

6.04. Initial Directors. The names and addresses of the first set of the Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

Todd W. Nocerini
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

David B. Songy
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Greg Echols
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

ARTICLE VII OFFICERS

The affairs of the Sub-association shall be administered by the officers designated in accordance with the Bylaws. The names and addresses of the officers who shall serve until the election or appointment of their successors in accordance with the Bylaws are as follows:

President: David B. Songy
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Vice President: Todd W. Nocerini
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Treasurer: Greg Echols
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Secretary: Greg Echols
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

ARTICLE VIII TERM

The term of the Sub-association shall be perpetual; provided, however, that the Sub-association shall be terminated by the termination of the Condominium for the Wing in accordance with the terms of the Declaration.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The initial registered office of the Sub-association is 4315 Metro Parkway, 2nd Floor, Fort Myers, FL 33916, and the name of the initial registered agent at that address is Greg Echols.

**ARTICLE X
INCORPORATORS**

The name and address of each incorporator of the Sub-association is:


Todd W. Nocerini
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

David B. Songy
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

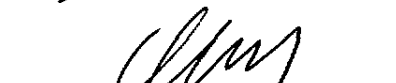
Greg Echols
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

IN WITNESS WHEREOF, the Incorporators have hereto affixed their signatures this
20th day of April, 2004.

INCORPORATORS:



Todd W. Nocerini



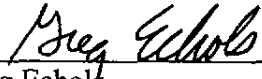
David B. Songy



Greg Echols

Signature of Registered Agent:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Greg Echols
4315 Metro Parkway, 2nd Floor
Fort Myers, Florida 33916

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