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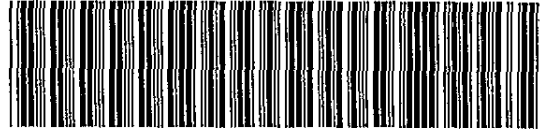
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: PASADENA CAPE VILLAGE CONDOMINIUM 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: C. SCOTT BRAINARD
Name (Printed or typed)

5999 CENTRAL AVENUE, SUITE 202
Address

ST. PETERSBURG, FL 33710
City, State & Zip

727-384-5999
Daytime Telephone number

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

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04 SEP 22 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

PASADENA CAPE VILLAGE CONDOMINIUM ASSOCIATION, INC.

The undersigned subscribers by these Articles do hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, and hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME. The name of the corporation is **PASADENA CAPE VILLAGE CONDOMINIUM ASSOCIATION, INC.** (the "Association").

ARTICLE II. PURPOSE. The Association is organized to provide an entity pursuant to Chapter 718, Florida Statutes, the Florida Condominium Act (the "Act") for the operation of PASADENA CAPE VILLAGE CONDOMINIUM, a Condominium, which condominium is being created on the land described in Exhibit 1 attached hereto (the "Condominium"). The Developer of said condominium is PASADENA CAPE VILLAGE DEVELOPMENT CORPORATION, a Florida corporation (the "Developer").

ARTICLE III. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Act, the Declaration of Condominium of the Condominium, and the Bylaws of the Association, unless the context otherwise requires.

ARTICLE IV. POWERS. The powers of the Association shall include and be governed by the following:

4.01 **General.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.02 **Enumeration.** The Association shall have all the powers and duties set forth in the Act and all of the powers and duties not inconsistent with the Act reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium therefor, and as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments and other charges against members as unit owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the condominium.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the condominium and other property acquired or leased by the Association for use by unit owners, including specifically any surface water management system as permitted by Pinellas County.
- (d) To purchase insurance upon the condominium and insurance for the protection of the Association, its officers, directors, and members as unit owners, and such other parties as the Association may determine in the best interest of the Association.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the condominium and for the health, comfort, safety and welfare of the unit owners.

(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration of Condominium.

(g) To enforce by legal means the provisions of the Act, the Declaration, these articles, the Bylaws, and the rules and regulations for the use of the condominium property, and to be sued as described in the Act.

(h) To contract for the management of the condominium, and to delegate to the party with whom such contract has been entered into of all the powers and duties of the Association, except (i) those which require specific approval of the Board of Directors or the membership of the Association; (ii) those which are incapable of being delegated as same may be contrary to the Declaration of Condominium or the Bylaws; (iii) those which are contrary to the Statutes of the State of Florida; and (iv) wherein a delegation is power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

(i) To employ personnel to perform the services required for proper operation of the condominium.

(j) To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the condominium.

(k) If, by the provisions of Chapter 617, Florida Statutes or Chapter 718, Florida Statutes, a power or authority may only be exercised by the Association if such power or authority is expressly set forth in the Articles of Incorporation, and such power or authority is not specifically set forth elsewhere herein, then this provision shall be construed to be that enabling provision, and the Association shall have such power or authority as if the same shall have been fully set forth herein.

4.03 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

4.04 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE V. MEMBERS.

5.01 Membership. The members of the Association shall consist of all of the record owners of legal title to the units in the Condominium; and after termination of the condominium, if same shall occur, the members of the Association shall consist of those who are members at the time of the termination, and their successors and assigns.

5.02 Assignment. The share of a member in the funds and assets of the Association, in the common elements and the common surplus, and membership in this Association, cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to the unit for which that share is held.

5.03 Voting. Each member shall have a vote on matters properly considered by the members of the Association. The number of votes and the manner in which votes may be cast shall be set forth in the Bylaws.

5.04 Meetings. The Bylaws shall provide for an annual meeting of members, and make

provision for regular and special meetings of members other than the annual meeting.

5.05 Class of Members. There shall only be one class of members in the Association.

ARTICLE VI. TERM OF EXISTENCE. The Association shall have perpetual existence.

ARTICLE VII. SUBSCRIBER. The name and address of the subscriber to these Articles is PASADENA CAPE VILLAGE DEVELOPMENT CORPORATION, a Florida corporation, 8341 40th Place North, St. Petersburg, FL 33709.

ARTICLE VIII. OFFICERS. The affairs of the Association shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The initial officers shall be designated by the Board of Directors at its first meeting after the filing of these Articles.

ARTICLE IX. DIRECTORS. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the bylaws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association except as expressly set forth in the Bylaws. All of the duties and powers of the Association existing under the 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 when that approval is specifically required. Directors shall be elected or appointed and may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The Developer shall appoint the first Board of Directors who shall hold office for the periods described in the Bylaws. To the extent set forth in the Bylaws, the Developer may have the right or ability to retain control of the Board of Directors of the Association after the sale of one of the units in the Condominium.

ARTICLE X. INDEMNIFICATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE XI. BYLAWS. The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE XII. AMENDMENTS. Amendments to these Articles may be adopted by the members of the Association either by a seventy five (75%) vote at a duly called meeting of the members or in a written instrument signed by all members. No amendment shall make any change in the qualifications for membership nor in the voting rights or property rights of members, without approval in writing by all the voting interests of the Association and the joinder of all record owners of mortgages upon units in the Condominium. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XIII. DISSOLUTION. In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any unit owner vested in him under the recorded Declaration of Condominium and deed applicable hereto, unless made in accordance with the provisions of such Declaration of Condominium and deeds.

ARTICLE XIV. ADDRESS. The principle place of business of the corporation shall be 8341 40th Place North, St. Petersburg, FL 33709, 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 XV. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The initial registered office address of the Association is 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710, and the initial registered agent at that address is D & B Corporate Services, Inc.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 6th day of August, 2004.

PASADENA CAPE VILLAGE DEVELOPMENT CORPORATION, a Florida corporation

By:


James E. Dillard, President

(CORPORATE SEAL)

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THAT CAPACITY, AND FURTHER AGREES TO COMPLY WITH

THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF SUCH OFFICE.

REGISTERED AGENT:
D & B CORPORATE SERVICES, INC.

BY: 
C. Scott Brainard, Vice President

(CORPORATE SEAL)

EXHIBIT 1

LEGAL DESCRIPTION

PHASE I

A portion of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, of the Public Records of Pinellas County, Florida, lying in Section 19, Township 31 South, Range 16 East; Being further described as follows:

Commence at the most southerly corner of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida; thence N 684000 W, along the southerly boundary of said Lot 1 Block 1, a distance of 307.78 feet to the Point of Beginning; Thence along the southerly, westerly and northerly boundary of said Lot 1, Block 1, the following four (4) courses: 1) N 684000 W, a distance of 98.27 feet, to a curve concave to the southwest, having a radius of 350.00 feet; 2) Northwesterly along the arc of said curve 261.69 feet, through a central angle of 0425023, a chord distance of 255.64 feet and chord bearing of N 323436 W to a curve concave to the northeast, having a radius of 1978.02 feet; 3) Southeasterly along the arc of said curve 184.37 feet, through a central angle of 0052025, a chord distance of 184.30 feet and a chord bearing of S 655947 E, to a point of tangency; 4) S 684000 E, a distance of 126.75 feet; Thence S212000 W, a distance of 51.50 feet; thence N 684000 W, a distance of 6.00 feet; Thence S 212000 W, a distance of 90.50 feet to the Point of Beginning.

Together with an easement for drainage over the following property:

A portion of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida, lying in Section 19, Township 31 South, Range 16 East; being further described as follows:

Begin at the most southerly corner of Lot 1 Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida; Thence N 684000 W, along the southerly boundary of said Lot 1, Block 1, a distance of 67.25 feet; Thence N 212000 E, a distance of 67.25 feet; Thence S694000 E, a distance of 11.16 feet; Thence N 120932 E, a distance of 57.66 feet; Thence N 684000 W, a distance of 247.48 feet; Thence N 212356 E, a distance of 10.00 feet; Thence S 683604 E, a distance of 255.99 feet, Thence S 120932 W, a distance of 67.78 feet; Thence S 684000 E, a distance of 45.96 feet; Thence S 212000 W, along the Easterly boundary of said Lot 1, Block 1, a distance of 67.25 feet to the Point of Beginning.

EXHIBIT 1

LEGAL DESCRIPTION

PHASE II

A portion of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, of the Public Records of Pinellas County, Florida, lying in Section 19, Township 31 South, Range 16 East; Being further described as follows:

Commence at the most southerly corner of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida; thence N 68°40'00" W, along the southerly boundary of said Lot 1 Block 1, a distance of 188.28 feet to the Point of Beginning; Thence N 68°40'00" W, along the said southerly boundary, a distance of 119.50 feet; Thence N 21°20'00" E, a distance of 90.50 feet; Thence S 68°40'00" E, a distance of 6.00 feet; Thence N 21°20'00" E, a distance of 51.50 feet; Thence S 68°40'00" E, along the northerly boundary of said Lot 1, Block 1, a distance of 116.60 feet; Thence S 21°20'00" W, a distance of 51.50 feet; Thence N 68°40'00" W, a distance of 3.00 feet; Thence S 21°20'00" W, a distance of 90.50 feet to the Point of Beginning.

Together with an easement for drainage over the following property:

A portion of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida, lying in Section 19, Township 31 South, Range 16 East; being further described as follows:

Begin at the most southerly corner of Lot 1 Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida; Thence N 68°40'00" W, along the southerly boundary of said Lot 1, Block 1, a distance of 67.25 feet; Thence N 21°20'00" E, a distance of 67.25 feet; Thence S 68°40'00" E, a distance of 11.16 feet; Thence N 12°09'32" E, a distance of 57.66 feet; Thence N 68°40'00" W, a distance of 247.48 feet; Thence N 21°23'56" E, a distance of 10.00 feet; Thence S 68°36'04" E, a distance of 255.99 feet; Thence S 12°09'32" W, a distance of 67.78 feet; Thence S 68°40'00" E, a distance of 45.96 feet; Thence S 21°20'00" W, along the Easterly boundary of said Lot 1, Block 1, a distance of 67.25 feet to the Point of Beginning.

EXHIBIT 1

LEGAL DESCRIPTION

PHASE III

A portion of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, of the Public Records of Pinellas County, Florida, lying in Section 19, Township 31 South, Range 16 East; Being further described as follows:

Begin at the southerly corner of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida; Thence N 68°40'00" W, along the southerly boundary of said Lot 1 Block 1, a distance of 188.28 feet; Thence N 221°20'00" E, a distance of 90.50 feet; Thence S 68°40'00" E, a distance of 3.00 feet; Thence N 21°20'00" E, a distance of 51.50 feet; Thence along the northerly and easterly boundary of said Lot 1, Block 1, the following two (2) courses: 1) S 68°40'00" E, a distance of 185.28 feet; 2) S 21°20'00" W, a distance of 142.00 feet to the Point of Beginning.

Together with an easement for drainage over the following property:

A portion of Lot 1, Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida, lying in Section 19, Township 31 South, Range 16 East; being further described as follows:

Begin at the most southerly corner of Lot 1 Block 1, PASADENA CAPE VILLAGE, as recorded in Plat Book 127, Page 90, Public Records of Pinellas County, Florida; Thence N 68°40'00" W, along the southerly boundary of said Lot 1, Block 1, a distance of 67.25 feet; Thence N 21°20'00" E, a distance of 67.25 feet; Thence S68°40'00" E, a distance of 11.16 feet; Thence N 12°09'32" E, a distance of 57.66 feet; Thence N 68°40'00" W, a distance of 247.48 feet; Thence N 21°23'56" E, a distance of 10.00 feet; Thence S 68°36'04" E, a distance of 255.99 feet, Thence S 12°09'32" W, a distance of 67.78 feet; Thence S 68°40'00" E, a distance of 45.96 feet; Thence S 21°20'00" W, along the Easterly boundary of said Lot 1, Block 1, a distance of 67.25 feet to the Point of Beginning.