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TRANSMITTAL LETTER

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

SUBJECT: Niemeyer Circle 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: Stone & Capobianco, P.L.
Name (Printed or typed)

219 East Ocean Blvd.
Address

Stuart, FL 34994
City, State & Zip

(772)781-4357
Daytime Telephone number

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

ARTICLES OF INCORPORATION FOR
NIEMEYER CIRCLE
COMMERCIAL CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I
NAME

The name of the corporation shall be Niemeyer Circle Commercial Condominium Association, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address is:

1561 S.E. South Niemeyer Circle
Port St. Lucie, FL 34952

ARTICLE III
PURPOSE

The Association is formed for the purpose of maintaining, operating and managing a commercial condominium established under Chapter 718, Florida Statutes, known as Niemeyer Circle Commercial Condominium Association, Inc., a Condominium. The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of Condominium, and all of the functions allocated to such associations by The Florida Condominium Act, Chapter 718, F.S., and the For-Profit Corporation Act, Chapter 617, F.S.

ARTICLE IV
POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the Bylaws and the Declaration (to the extent such limitations are not inconsistent with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they 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, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired, or leased by the Association.
- (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, directors and Unit Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of Units' and the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
- (f) To approve or disapprove the leasing, transfer, Ownership and possession of Units as may be provided by the Declaration of Condominium and the Bylaws.
- (g) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium Property.
- (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties.
- (i) To employ personnel to perform the services required for the proper operation of the Condominium.
- (j) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (k) To borrow money, and mortgage, pledge, deed in trust or hypothecate any

or all of its real or personal property as security for money borrowed or debts incurred.

(l) 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 and the Bylaws.

ARTICLE V

MEMBERSHIP AND VOTING

The qualification of members, the manner of their admission and the termination of membership, and voting by members shall be as follows:

- A. The members of the Association shall be 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. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of St. Lucie County, Florida, a deed or other instrument of conveyance and by delivery to the Association of a copy of such recorded instrument.
- C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.
- D. On all matters on which the membership shall be entitled to vote, there shall be one (1) vote for each Unit in the Condominium (the "Voting Interest") which Voting Interest may be exercised or cast by the Owner(s) of each Unit as will be provided for in the Bylaws.

ARTICLE VI

TERM OF EXISTENCE

The term of the Association shall be perpetual.

ARTICLE VII

MANNER OF ELECTION OF OFFICERS and DIRECTOR

Directors of the Association shall be elected by the Members in the manner determined in the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.

The business of the Association shall be conducted by its Officers. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE VIII **INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors who shall hold office are as follows:

NAME	ADDRESS
David A. Malone President	1561 South Niemeyer Circle Port St. Lucie, FL 34952
Ron Boser Vice-President	1561 South Niemeyer Circle Port St. Lucie, FL 34952
John Malanczyn Treasurer	1561 South Niemeyer Circle Port St. Lucie, FL 34952
John Honeycutt Secretary	1561 South Niemeyer Circle Port St. Lucie, FL 34952

ARTICLE IX **INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, however, that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. Such indemnification shall apply to both Developer-appointed and Association-elected directors. 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
BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors is present, and, thereafter, the Bylaws may be altered or rescinded only as provided therein.

ARTICLE XII
AMENDMENTS

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

A. Amendments to these Articles may be proposed by a majority of the Board of Directors or upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting.

B. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interests present, in person or by proxy, and voting at any annual or special meeting.

C. An amendment shall become effective upon filing with the Secretary of the State.

ARTICLE XIII
REGISTERED AGENT

The name and Florida street address of the registered is

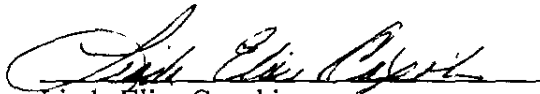
Stone & Capobianco, P.L.
219 East Ocean Blvd.
Stuart, Florida 34994

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator is:

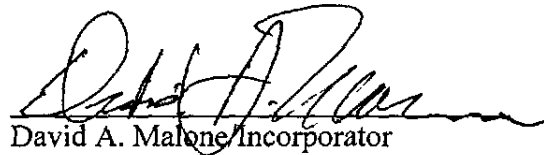
David A. Malone
1561 SE South Niemeyer Circle
Port St. Lucie, FL 34952

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.



Linda Elise Capobianco
Stone & Capobianco, P.L./Registered Agent

11/3/04
Date



David A. Malone/Incorporator

11-3-04
Date

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