

N/05000005732

06/02/2005 03:18 FAX 3057893390

STEARNS WEAVER MILLER

06/02/05

Division of Corporations

Page 1 of 1

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.

((H05000137882 3)))

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 : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FLORIDA NON-PROFIT CORPORATION

NMR Garage Condominium Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

05 JUN -2 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

0613

APPROVED
FILED
06/02/007

0510500013788218: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NMR GARAGE CONDOMINIUM ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is **NMR GARAGE CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation (hereafter called the "Association").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 501 Brooker Creek Boulevard, Oldsmar, Florida 34677.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 1200 South Pine Island Road, Plantation, Florida 33324, and CT Corporation System is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the operation, maintenance, repair, replacement, preservation, and architectural control of the Condominium (as defined in that certain Declaration of NMR Garage, a Condominium, which is intended to be recorded in

H05000137882 3

the Public Records of Pinellas County, Florida hereinafter called the "**Declaration**") (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meanings set forth in the Declaration), as well as any additions thereto as may hereafter be brought within the jurisdiction of the Association from time to time, as provided in the Declaration.

The Association shall have the following powers, rights, duties and privileges:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(c) Fix, levy, collect and enforce payment by any lawful means, all Assessments and other amounts due and payable pursuant to the terms of the Declaration and the By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) 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 personal property in connection with the affairs of the Association consistent with the terms of the Declaration.

(e) File suits and/or pursue such legal rights and remedies as are available to the Association.

(f) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property.

ARTICLE V

MEMBERSHIP, VOTING RIGHTS AND CONTROL OF THE ASSOCIATION

Section 1. **Membership.** Each and every person, persons or legal entity who is the Owner of any Unit shall automatically be a member of the Association (a "**Member**"); provided, however, that any person or entity who holds such an interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Unit. Members shall be entitled to one vote for each Unit owned by a Member. If the ownership of a Unit is vested in more than one person or entity, then the Owner shall designate a "**Voting Member**" to act on its behalf in connection

H05000137882 3

with all Association balloting and other similar activities. The Voting Member shall be designated in writing, acknowledged before a notary public and delivered to the Association, by the persons or entity owning the applicable Unit. Prior to the receipt of the written designation of the Voting Member, the Association shall have no obligation to recognize the right of any person to act on behalf of such Owner. The Voting Member may be changed, from time to time, by the Owner's re-execution and delivery of an additional Voting Member designation executed in accordance with the provisions hereof. There shall be no more than one Voting Member at a time for any Unit.

Section 2. Assignment of Voting Rights. Voting rights may not be assigned, in whole or in part, as such rights relate to a particular Unit, except that voting rights may be assigned to a lessee holding a lease on a Unit, and such voting rights shall automatically revert to the Unit Owner of such Unit upon termination of such lease.

Section 3. Control of the Association. Except as hereinafter specified, and as specified in the By-Laws of the Association and the Declaration, control of the Association and all of its rights, powers and duties set forth herein and in the By-Laws of the Association and the Declaration shall be vested in the Board of Directors (the "**Board**"). Each Member shall appoint one (1) director in accordance with the procedures and for the terms set forth in the By-Laws.

ARTICLE VI

MEETINGS OF MEMBERS; QUORUM REQUIREMENTS

The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, a majority of votes, shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the By-Laws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board. The Board shall consist of two (2) directors, who need not be Members of the Association. Each Unit Owner shall appoint one (1) director. The number of Directors may be changed by amendment of the By-Laws. The initial Board shall consist of two (2) directors, who shall serve until the appointment of their successors as provided in the By-Laws.

The names and addresses of the initial directors are as follows:

Daniel Johnson	501 Brooker Creek Boulevard Oldsmar, Florida 34677
----------------	---

Denise Papich	501 Brooker Creek Boulevard Oldsmar, Florida 34677
---------------	---

H05000137882 3

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board shall be prescribed in the By-Laws.

ARTICLE VIII **OFFICERS**

The affairs of the Association shall be administered by the Officers as designated in the By-Laws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board. The names and addresses of the Officers, who shall serve until their successors are elected by the Board, are as follows:

PRESIDENT:	Daniel Johnson
TREASURER:	Diane Hawkins
SECRETARY:	Denise Papich

ARTICLE IX **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by the unanimous consent of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association not distributed to the Members in accordance with the Declaration shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.

ARTICLE X **DURATION**

The Association shall exist perpetually.

ARTICLE XI **AMENDMENTS**

Amendment of these Articles shall require the unanimous consent of all Members. Amendments shall be voted on at a special meeting of the Members duly called for such purpose, or at an annual meeting of the Members.

H05000137882 3

ARTICLE XII
BY-LAWS

The By-Laws of the Association shall be those adopted of even date herewith by the Association and may be not altered, amended or rescinded except by a unanimous vote of all the Members.

ARTICLE XIII
CONFLICTS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles of Incorporation, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the By-Laws of the Association, the terms and provisions of these Articles of Incorporation shall control.

ARTICLE XIV
LIABILITY AND INDEMNIFICATION

Neither the directors and officers of the Association shall be personally liable to the Members or to any third parties whatsoever for any mistake of judgment or for any other act or omissions of any nature whatsoever while acting in their official capacity, except for any acts or omissions found by a court of competent jurisdiction to constitute bad faith, gross negligence, willful misconduct or actual fraud. Further, the Members shall indemnify and hold harmless each of the directors and officers and their respective heirs, executors, administrators, successors and assigns against any personal liability for any such acts or omissions while acting in their official capacity, except for such acts or omissions found by such court to constitute bad faith, willful misconduct, gross negligence or actual fraud.

Except as expressly set forth in the Declaration, the Association and its individual Members, officers and directors, or any of them, shall not, jointly or severally, be liable or accountable in damages or otherwise to any Member, or to anyone submitting plans or other materials for any required consent or approval hereunder, or to any third parties whatsoever, by reason or on account of any decision, approval or disapproval required to be made, given or obtained pursuant to the provisions of the Declaration, or for any mistake in judgment, negligence or nonfeasance related to or in connection with any such decision, approval or disapproval. Anything herein to the contrary notwithstanding, nothing herein shall be construed to exculpate the Association, or its Members, officers and directors from any action or omission found to be arbitrary, capricious or in bad faith.

H05000137882 3

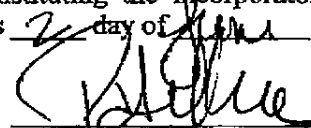
H05000137882 3

ARTICLE XV
INCORPORATOR

The name and address of the Incorporator is as follows:

Patricia K. Green, Esq. Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 W. Flagler Street
Suite 2200
Miami, Florida 33130

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 2 day of June, 2005.



Patricia K. Green, Incorporator

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

CT Corporation System

By: Stefania Rocco
Name: STEFANIA ROCCO
Title: ASSISTANT SECRETARY

H05000137882 3