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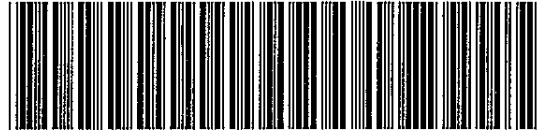
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PETERSON & MYERS, P.A.

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ANDREA TEVES SMITH
KEITH H. WADSWORTH
THEODORE W. WEEKS, IV
KERRY M. WILSON

June 3, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: STC CONDOMINIUM ASSOCIATION, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,

Kerry M. Wilson /P.K.

KERRY M. WILSON

:pk
Enclosures

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of
STC Condominium Association, Inc.**

(A Not-For-Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
STC Condominium Association, Inc.
(A Not-For-Profit Corporation)**

We, the undersigned Incorporator(s), desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, deliver for filing the following Articles of Incorporation for STC Condominium Association, Inc. ("Association"), pursuant to Chapter 617, Florida Statutes:

Article I
Name and Principal Office

Section 1. The name of the Association shall be STC Condominium Association, Inc.

Section 2. The principal office of the Association is 210 Avenue B, NW, Suite 200 Winter Haven, Florida 33881.

Article II
Purpose and Powers

Section 1. The purpose for which the Association is organized is to act as a governing association and the managing entity for STC Condominium ("Condominium"), a commercial condominium located in Polk County, Florida. All capitalized terms used in these Articles of Incorporation, if not defined, shall have the meanings ascribed to such terms that are contained in the Declaration of Condominium for the Condominium ("Declaration"), or Chapter 718, Florida Statutes, or the Bylaws, and such meanings are incorporated into these Articles of Incorporation by reference as if set forth herein. To the extent that a provision in these Articles of Incorporation conflicts with the Declaration, the Declaration shall govern. "Developer" means The 6/10 Corporation, a Florida corporation, its successors, and/or assigns. "Member" means a member of the Association. The Association shall not be operated for profit and shall make no distributions of income to its Members, directors, or officers.

Section 2. The Association shall have all of the powers, rights, and privileges that a corporation organized under the Florida Not-For-Profit Corporation Act may now or hereafter have or exercise, provided that such powers, rights, and privileges do not conflict with the terms of these Articles, the Bylaws, the Declaration, or applicable provisions of Chapter 718, Florida Statutes, and provided further that the Association shall have all the powers, rights, and privileges reasonably necessary or convenient to operate, maintain, and manage the Condominium pursuant to the Declaration and Bylaws, as amended from time to time, other documents or agreements that may exist from time to time pertaining to the Condominium, and Chapter 718, Florida Statutes. In addition, the Association shall have the following specific powers and duties:

(a) **Power to Manage Condominium Property, Contract, and Sue.** The Association may contract and sue with respect to the exercise or non-exercise of its powers, duties, and functions. For this purpose, the powers of the Association include, but are not limited to, the maintenance, repair, reconstruction, improvement, management, administration and operation of the Condominium Property as set forth in the Declaration.

(b) **Assessments; Management of Common Elements.** The Association has the power to make and collect Assessments as to each Unit, in accordance with a properly approved budget, which budget shall only include expenses necessary for the operation of the Association and the Common Elements. The Association also has the power to lease, maintain, repair, replace, alter, add to, improve, administer, and operate the Common Elements as provided in the Declaration and under Applicable Laws. The Association may pay ad valorem taxes which are liens against any part of the Condominium other than the Units or the Developer Units Limited Common Elements or the Verizon Units Limited Common Elements, and assess the Members therefore. The Association may use the proceeds of the Assessments in the exercise of its powers and duties, and enforce levy of the Assessments as

to each Unit through lien and foreclosure or by such other action as may be allowed by the Declaration or Applicable Laws.

(c) Title to Property. The Association has the power to acquire title to or otherwise, own, operate, hold, convey, lease, grant possessory or use interests in, and mortgage Common Elements for the use and benefit of its Members on terms the Board of Directors of the Association ("Board") may deem reasonable and as approved by the Members in accordance with the Declaration. The power to acquire personal property shall be exercised by the Board in its discretion. The Association may purchase Units for any purpose and hold, lease, mortgage, or convey such Units on terms and conditions approved by the Board and as approved by the Members in accordance with the Declaration; provided however that such action shall require the affirmative vote of fifty percent (50%) of the Developer Units and fifty percent (50%) of the Verizon Units present in person or by proxy at a duly called meeting of the Association. Subject to any applicable statutory limitation and subject to the terms and conditions of the Declaration, the Association, through its Board, has the limited power to convey a portion of the Common Elements to a condemning authority for the purposes of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

(d) Easements. Except as may be prohibited or as otherwise proscribed by the Declaration, the Board has the authority, without the joinder of any Member, to grant, modify, or move any easement if the easement constitutes part of or crosses the Common Elements.

(e) Insurance. The Association shall use its best efforts to obtain and maintain adequate insurance to protect the Association, the Common Elements, the Developer Units Limited Common Elements, the Verizon Units Limited Common Elements and the Condominium Property required to be insured by the Association. The Association also may obtain and maintain other insurance including, but not limited to, liability insurance for the directors and officers, insurance for the benefit of the Association employees, and flood insurance for Common Elements, Developer Units Limited Common Elements, the Verizon Units Limited Common Elements and the Condominium Property..

(f) Commingling. All funds shall be maintained separately in the Association's name. Reserve and operating funds of the Association may not be commingled for purposes of investment. No manager or business entity required to be licensed or registered under Section 468.32, Florida Statutes, and no agent, employee, officer, or director of the Association shall commingle any Association funds with his funds or with funds from any other condominium association or community association.

(g) Bylaws, Rules and Regulations. The Association has the power to establish Bylaws for the operation of the condominium ("Bylaws"), provide for the administration of the Association, and enforce the provisions of the Declaration, these Articles, and the Bylaws. The Association has the power to adopt rules and regulations concerning the Units, the Common Elements and the Developer Units Limited Common Elements.

(h) Enforcement. The Association has the power to enforce by legal means the applicable provisions of Chapter 718, Florida Statutes and the Condominium Documents.

(i) Employment of Service Personnel. The Association has the power to employ personnel and enter into agreements reasonably necessary for the performance of services required for the proper exercise of the rights, duties, powers, and functions of the Association.

(j) Declaration Powers. The Association has the powers set forth in Article 6 of the Declaration, and the Association's powers are limited as set forth in Article 6 of the Declaration.

(k) Other Authority. The Association has the power to exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth in these Articles and as permitted by the applicable Florida Statutes and the Declaration.

Article III
Qualification of Members and the Manner of their Admission

Section 1. The Incorporator(s) constitute the sole Members of this Association until the recording of the Declaration naming the Association as the condominium association. On recording of the Declaration, the Developer shall own all of the memberships in the Association. When the purchase price is paid and the deed to a Unit is issued and recorded, the Unit Owner automatically becomes a Member.

Section 2. Ownership of a Unit shall be a prerequisite to exercising any rights, powers, and privileges as a Member. A Unit may be owned by one or more individuals or by a corporation, partnership, trust, or any other appropriate entity with the power to hold title.

Section 3. Membership shall terminate on the termination of the Condominium, or on transfer of a Member's ownership in the Unit (for that Unit only if more than one is owned), provided the transfer is accomplished in accordance with all provisions of the Declaration. The transferor's membership automatically shall transfer and be vested in the new Unit Owner succeeding to the ownership interest in the Unit, subject to a lien for all unpaid Assessments as to the Unit. The Association may rely on a recorded deed as evidence of transfer of a Unit and terminate the transferor's membership and recognize the membership of the transferee.

Article IV
Term of Existence

The Association shall have perpetual existence.

Article V
Incorporator

The name and address of the Incorporator to these Articles is as follows:

Carl J. Strang, III
1340 E. Lake Cannon Drive, NW
Winter Haven, Florida 33881

Article VI
Officers

The officers of the Association shall consist of a president, vice-president, secretary, treasurer, and such other officers as the Board may from time to time deem appropriate. The officers of the Association shall be elected at the first meeting of the Board, and each annual meeting of the Board thereafter; provided however that for so long as Verizon owns a Unit within the Condominium, there shall be at least one officer who is associated with the Verizon Units. Any officer may be removed at any meeting by the affirmative vote of a majority of the directors of the Board, either with or without cause, and any vacancy in any office may be filled by the Board at any Board meeting; provided however that if an officer is removed who is associated with the Verizon Units, such officer shall be replaced by another individual who is associated with the Verizon Units (so long as Verizon owns a Unit within the Condominium).

The names of the officers who shall serve until the election of their successors are:

<u>Name</u>	<u>Office</u>
Carl J. Strang, III	President
Chris Kelly	Vice President
Joseph Bogdahn	Secretary / Treasurer

Article VII **Board of Directors**

Section 1. The affairs of the Association shall be managed and conducted by a Board consisting of at least three (3) natural persons who are 18 years of age or older.

Section 2. The initial Board shall consist of three (3) persons. The names and addresses of the initial Board who shall hold office until their successors have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Carl J. Strang, III	1340 E. Lake Cannon Drive, NW Winter Haven, Florida 33881
Chris Kelly	750 Canyon Drive Coppell, Texas 75019
Joseph Bogdahn	1332 Evelyn Drive, SE Winter Haven, Florida 33884

Provisions regarding the election, removal, and filling of vacancies on the Board shall be stated in the Bylaws.

Article VIII **Bylaws**

The power to adopt the Bylaws shall be vested in the Board. Thereafter, the Bylaws may be amended, altered, modified, or rescinded by the action or approval of a majority of a quorum of Members present, in person or by proxy, at a regular or special meeting of the Members. However, any such change of the Bylaws shall not affect the rights or interests of the Developer, its successors, or assigns, or a mortgagee of any Condominium Property or any Unit without the written consent of the Developer and/or mortgagee, respectively. The manner of amending, altering, modifying, or rescinding the Bylaws shall be as set forth in the Bylaws.

Article IX **Amendments to Articles**

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment and, if Members have been admitted, direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected shall be given to each Member of record entitled to vote within the time and in the manner provided in these Articles for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting having a quorum in attendance in person or by proxy, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted on receiving the affirmative vote of the majority of the Unit Owners of the Developer Units and the majority of the Unit Owners of the Verizon Units.

Section 2. Any number of amendments may be submitted to the Members and voted on by them at one meeting.

Section 3. Notwithstanding anything in these Articles to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the Members and the consent of all record holders of mortgages on any Condominium Property or Association Property. No amendment shall be made that is in conflict with any applicable provisions of Chapter 718, Florida Statutes, or the Declaration.

Article X

Voting

Section 1. Each Unit is entitled to a vote equal to its percentage of ownership in the Common Elements, as set forth in Exhibit "E" of the Declaration from time to time. (For example, as of the recording of the Declaration, it is anticipated that Unit 1-1's percentage interest in the Common Elements will be 21,857/150,025 and that Unit 1-1 will therefore have a vote equal to 21,857/150,025, or approximately fifteen percent (15 %) of the voting interests of the Association).

Section 2. Votes may be cast either in person or by proxy, subject to the provisions of the Bylaws and Chapter 718, Florida Statutes. Any person appointed as proxy may, but need not be, an officer or director of the Association, or affiliated with Developer, its successors, or assigns. At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by proxy, provided, however that a proxy may not be utilized in electing directors. Any proxy given shall contain the date, time and place of the meeting for which the proxy is given. A limited proxy in the form specified by the Division of Land Sales, Condominiums and Mobile Homes (the "Division"), which proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. The proxy shall set forth the name of the person voting by proxy and the name of the person authorized to vote the proxy for him. All such proxies shall be filed with the Secretary prior to or during the roll call of such meeting. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Member executing it.

Limited or general proxies may be used to establish a quorum. Limited proxies may only be used for (a) votes taken to waive or reduce reserves; (b) votes taken to waive financial statement requirements; (c) votes taken to amend the Declaration; (d) votes taken to amend the Articles or the Bylaws; or (e) for any other matter for which this chapter requires or permits a vote of Members. No proxy, limited or general, may be used in connection with the election of the Board of Directors except in connection with an election to fill a vacancy on the Board of Directors caused by the recall of board members. General proxies may be used for other matters for which limited proxies are not required.

Section 3. For purposes of these Articles, the Bylaws, the Declaration, or any other document of the Association or Condominium, the term "all Members" when used with reference to voting shall mean the total of all Members entitled to vote and shall not mean just those Members present at the meeting in person or by proxy. No vote appurtenant to a Unit shall be cast at any meeting unless the Member(s) owning the Unit is registered on the membership book of the Association.

The vote of the owner(s) of a Unit in the Condominium owned by more than one natural person, as tenants in common, joint tenants (except a husband and wife as tenants by the entirety), a partnership, or any other association of natural persons, or by a corporation, a trust, or any other entity shall be cast or otherwise exercised, at all meetings at which Members of the Association are entitled to vote or otherwise act, by one natural person designated by the owner(s) of such Unit as the "Voting Occupant" thereof. (For example, if the owner is a corporation, the corporation would designate a natural person as its Voting Occupant). In each instance where title to a Unit is proposed to be conveyed or is otherwise to become vested in more than one natural person (except a husband and wife as tenants by the entirety), a partnership, or any association of natural persons, or a corporation, a trust, or any other entity, the prospective owner(s) shall, by written instrument acceptable to the Association, designate one natural person as the Voting Occupant. The instrument designating the Voting Occupant shall be filed with the Association, and the person so designated shall be and remain the Voting Occupant of the Unit until such designation has been revoked by written instrument executed by the owner(s) of the Unit or by lawful conveyance of the Unit. The Voting Occupant of the Unit shall be the only person entitled to cast or exercise, in person or by proxy, the vote of the owner(s) of such Unit at any meeting of Members or in connection with any action concerning which Members of the Association shall be required or allowed to vote or otherwise act.

In the case of Units owned by husband and wife as tenants by the entirety, both persons shall be members and either party may vote the Unit's vote without designations and whoever casts the vote shall be deemed the "Voting Occupant."

Matters properly brought before the Members shall be deemed passed if approved by a majority of the votes cast in person or by proxy at a meeting at which a quorum is present, unless a different percentage is required for approval in these Articles or in the Declaration.

Article XI **Additional Provisions**

Section 1. No officer, director, or Member shall be personally liable for any debt or other obligation of the Association except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its Members, directors, or officers. On dissolution or final liquidation may make distributions to its Members as permitted by a court of competent jurisdiction. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

Section 3. When the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. A quorum at meetings of the Members shall be attained by the presence, either in person or by proxy, of persons entitled to cast eighty-one percent (81%) of the votes of Members. If voting rights of any Member are suspended pursuant to the provisions of the Declaration or the Bylaws, then the vote(s) of such Member shall not be counted for the purpose of determining the presence of a quorum and the total number of authorized votes shall be reduced accordingly during the period of such suspension.

Section 5. Should any paragraph, sentence, phrase, or portion of any provision of these Articles or of the Bylaws or rules and regulations be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, the remaining instruments, or the application of such provisions to different circumstances.

Section 6. Every director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, 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, that all settlements must be approved by the

Board as being in the best interest of the Association. 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.

Section 7. The Association shall accept any and all deeds of conveyance delivered to it by the Developer.

Article XII
Registered Agent

The name and address of the initial registered agent, and the address of the initial registered office for the service of process on the Association within Florida are:

Kerry M. Wilson
c/o Peterson & Myers, P.A.
141 5th Street, NW
Winter Haven, Florida 33881

The above address is also the address of the registered office and the mailing address of the Association.

The subscribing Incorporator has set his hand and seal and caused these Articles of Incorporation to be executed this 3 day of JUNE, 2005.

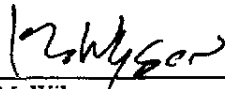


Carl J. Strang, III

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in Article XII of the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Kerry M. Wilson
Registered Agent

Date: July 3, 2005

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