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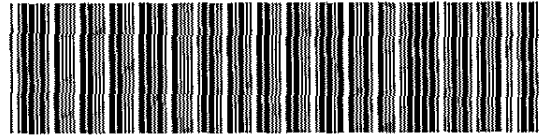
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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05 AUG -3 AM 11:17  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CS.8

**TRANSMITTAL LETTER**

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

**SUBJECT:** Elena-On-The-Bay Condominiums, 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:** Daniel T. Pascale  
Name (Printed or typed)

207 West Park Ave., Suite B  
Address

Tallahassee, FL 32301  
City, State & Zip

(850) 577-6500  
Daytime Telephone number

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

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05 AUG -3 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ELENA-ON-THE-BAY CONDOMINIUMS, CONDOMINIUM ASSOCIATION, INC**

The undersigned, by these Articles, hereby forms this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I - NAME

The name of the corporation shall be **Elena-On-The-Bay Condominiums, Condominium Association, Inc.** For convenience, the Corporation shall be referred to in this instrument as the "Association."

ARTICLE II - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for the administration, maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for Elena-On-The-Bay Condominiums, A Condominium (hereinafter the "Declaration of Condominium"), and to promote the health, safety and welfare of the residents within the Condominium. In order to effectuate these purposes, the Association shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium, which powers and privileges include but are not limited to the following:

1. To fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
2. To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
3. 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 the Common Elements on behalf of the membership of the Association;
4. To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;
5. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and,

6. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

### ARTICLE III - MEMBERSHIP AND VOTING

A. Membership: Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities that hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida a deed or other instrument establishing record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferor shall be terminated.

B. Appurtenance to Unit: The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her Unit.

C. Voting Rights: Each Owner shall be entitled to one (1) vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one (1) vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

D. Meetings: The By-Laws shall provide for meetings of the members.

### ARTICLE IV - BOARD OF ADMINISTRATORS

A. Membership of Board: The affairs of this Association shall be managed by a Board consisting of the number of Administrators determined by the By-Laws, but not fewer than three (3) Administrators.

B. Election and Removal: Administrators shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Administrators may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

C. First Board of Administrators: The names and addresses of the persons who shall act in the capacity of Administrators until their successors shall be elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Paul D'Agnese	5550 Chelsen Wood Drive Duluth GA, 30097

Michael Spalding

5550 Chelsen Wood Drive  
Duluth GA, 30097

Nina Malikina

5550 Chelsen Wood Drive  
Duluth GA, 30097

The Administrators named above shall serve until the first election of Administrators, as determined by the By-Laws and any vacancies in their number occurring before the first election of Administrators shall be filled by act of the remaining Administrators.

#### ARTICLE V - OFFICERS

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

Paul D'Agnese

President

Michael Spalding

Vice-President

Nina Malikina

Secretary

#### ARTICLE VI - INDEMNIFICATION

Every Administrator and every 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 or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been an Administrator or Officer of the Association, whether or not he or she is an Administrator or Officer of the Association at the time such expenses are incurred, except when the Administrator or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Administrator or Officer may be entitled.

#### ARTICLE VII - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board and may be thereafter be altered, amended or rescinded in the manner provided in such By-Laws.

#### ARTICLE VIII - AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

1. By notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, which notice shall be made as required by the By-Laws.

2. By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by not less than seventy-five (75%) percent of the votes of the voting members.

#### ARTICLE IX - TERM

The term of the Association shall be perpetual.

#### ARTICLE X - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association 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 shall be refused, 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.

#### ARTICLE XI - SUBSCRIBERS

The names and addresses of the subscriber of these Articles of Incorporation is as follows:

Daniel T. Pascale, Esq.  
Ard, Shirley & Hartman, P.A.  
207 West Park Avenue, Suite B  
Tallahassee, FL 32301

#### ARTICLE XII - RESIDENT AGENT

The name and street address of the Resident Agent of the Corporation is:

Daniel T. Pascale, Esq.  
Ard, Shirley & Hartman, P.A.  
207 West Park Avenue, Suite B  
Tallahassee, FL 32301

ARTICLE XIII - MISCELLANEOUS

A. Developer's Rights. No amendment of these Articles of Incorporation or the By-Laws shall alter Developer's rights and privileges as set forth in the Declaration of Condominium without Developer's prior written approval so long as Developer owns any Unit.

B. Stock. The Association may not issue shares of stock of any kind or nature whatsoever.

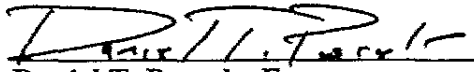
C. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

D. Principal Place of Business and Mailing Address. The initial principal place of business and mailing address of the Association shall be:

c/o Daniel T. Pascale, Esq.  
207 West Park Avenue, Suite B  
Tallahassee, FL 32301

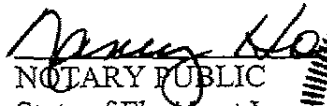
IN WITNESS WHEREOF, the undersigned subscriber has executed this instrument this 3 day of August, 2005.

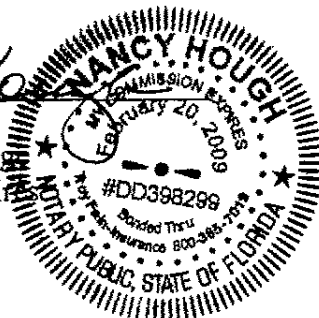
Signed, Sealed and Delivered  
in the presence of:

  
Daniel T. Pascale, Esq.  
Subscriber

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 3rd day of August, 2005 by Daniel T. Pascale, as Subscriber and Registered Agent, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did not take an oath.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **Elena-On-The-Bay Condominiums, Condominium Association, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, named as its agent to accept service of process within this State the following person:

**Daniel T. Pascale, Esq.  
Ard, Shirley & Hartman, P.A.  
207 West Park Avenue, Suite B  
Tallahassee, FL 32301**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with all provisions of said Act.



Daniel T. Pascale  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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