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FLORIDA NON-PROFIT CORPORATION

MERIDIAN AT MAINGATE CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
MERIDIAN AT MAINGATE
CONDOMINIUM ASSOCIATION, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **MERIDIAN AT MAINGATE CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall herein be referred to as the "Association." The address shall be 3000 Maingate Lane, Kissimmee, FL 34747.

ARTICLE II - PURPOSES AND POWERS

The Association shall have the following powers:

1. To operate and administer MERIDIAN AT MAINGATE, (the "Condominium") and to perform and carry out the acts and duties incident to the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Osceola County, Florida.
2. To establish the By-Laws and Rules and Regulations for the operation of the Association and to provide for the administration of the Association; to enforce the provisions of the Condominium Act, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.
3. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium.
4. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.
5. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.
6. To contract for the management of the Condominium.

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7. To seek arbitration of disputes in the manner provided in the By-Laws.

8. To have all of the common law and statutory powers of a corporation not-for-profit, reasonably necessary to implement the purposes of the Association, as provided in the Articles, the Declaration of Condominium, the By-Laws and the Condominium Act.

ARTICLE III - MEMBERS

1. Each Unit Owner in the Condominium shall automatically be a member of the Association and membership shall terminate upon the conveyance of title to said Unit under the provisions of the Declaration of Condominium.

2. The Developer shall be a member of the Association for so long as it owns at least one Unit in the Condominium.

3. The owner of a unit shall have one vote on all matters as to which the membership shall be entitled to vote, such vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

4. The share 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 his/hers/its/their Unit.

ARTICLE IV - EXISTENCE

The Association shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 104 S. Clyde Avenue, Kissimmee, FL 34741, and the name of the initial Registered Agent at that address is Lourdes L. Dominguez.

ARTICLE VI - INCORPORATOR

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

Name

Address

Lourdes L. Dominguez, Esq.

104 S. Clyde Avenue, Kissimmee, FL 34741

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ARTICLE VII - BOARD MEMBERS

1. The Condominium and Association affairs shall be managed by a Board of Administration composed initially of three (3) persons, in accordance with Article III of the Association's By-Laws.

2. The number of Board Members to be elected, the manner of their election and their respective terms shall be as forth in Article III of the Association's By-Laws.

The following persons shall constitute the initial Board of Administration and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>Name</u>	<u>Address</u>
Anup Shah	1127 Rush Street, Celebration, FL 34747
Hita Shah	1127 Rush Street, Celebration, FL 34747
Venichand Shah	17237 Emerald Chase Drive, Tampa, FL 33647

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Administration. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Hita Shah, President		1127 Rush Street, Celebration, FL 34747
Anup Shah, Vice President		1127 Rush Street, Celebration, FL 34747
Venichand Shah, Secretary		17237 Emerald Chase Drive, Tampa, FL 33647

ARTICLE IX - BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Administration. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the MERIDIAN AT MAINGATE By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or Mortgagees of

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Units, without their prior written consent.

ARTICLE X - AMENDMENTS TO ARTICLES

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

1. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Administration, acting upon the vote of a majority of the Board of Administration, or by ten percent (10%) of the members of the Association. In order for an amendment or amendments to be effective, same must be approved by an affirmative vote of seventy-five (75%) of the Voting members of the Association.
3. No amendment shall make any changes in the qualifications for membership or the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.
4. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE XI - INDEMNIFICATION

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 dispute, legal proceedings or settlement thereof, to which he may be a party and in which he may become involved by reason of his/her/its/their being or having been a Director or Officer of the Association, whether or not he/she/its/their 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, malfeasance or nonfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement 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.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 19th day of September 2005.


Lourdes L. Dominguez

, Incorporator

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STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared Louderes Dominguez, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation this 19th day of September, 2005.

NOTARY PUBLIC

Signature

Maria Elena Castellanos
Commission # DD210249
Expires May 6, 2007
Bonded thru
Atlantic Bonding Co., Inc.

Maria Elena Castellanos
State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the MERIDIAN AT MAINGATE CONDOMINIUM ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 19th day of September 2005.

L. Dominguez
Lourdes L. Dominguez

, Registered Agent

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