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# CAPITAL CONNECTION, INC.

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DeSoto Center Condominium  
Association, Inc.

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
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Signature \_\_\_\_\_

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Prepared by: E. Ralph Tirabassi, Esq.,  
Ferguson, Skipper, Shaw, Keyser,  
Baron & Tirabassi, P.A.  
P.O. Box 3018  
Sarasota, Florida 34230  
File No: 11168/21100

## ARTICLES OF INCORPORATION

OF

### DESOTO CENTER CONDOMINIUM ASSOCIATION, INC.

I, the undersigned incorporator, hereby create this Association for the purpose of becoming a corporation not-for-profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

#### ARTICLE I NAME OF CORPORATION

The name of this corporation shall be DESOTO CENTER CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. The street address of the principal office of the Association is 2701 Greendale Avenue, Sarasota, Florida 34232. The mailing address is the same.

#### ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as DESOTO CENTER, CONDOMINIUM, located in the City of Sarasota, County of Sarasota, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

#### ARTICLE III POWERS

The Association shall have all of the condominium law and statutory powers of an Association not for profit and all of the powers and duties set forth in said Condominium Act, the Declaration of Condominium of DESOTO CENTER A CONDOMINIUM, as amended from time to time, and the Bylaws of the Association provided said powers and duties are not inconsistent with the Condominium Act. The Association shall further have the power to operate and maintain the surface water management facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, wetlands, and any associated buffer areas, and wetland mitigation areas.

#### ARTICLE IV VOTING INTERESTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one unit or that units may be joined together and occupied by one

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Owner. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be executed in the manner provided for in the Bylaws.

**ARTICLE V**  
**INCOME DISTRIBUTION**

No part of the income of this Association shall be distributable to its members, except as compensation for services rendered.

**ARTICLE VI**  
**EXISTENCE**

This Association shall exist perpetually unless dissolved according to law. In the event the Association is dissolved, the control or right of access to the property containing surface the surface water management facilities shall be conveyed or dedicated to an appropriate governmental unit or public entity and that if they are not accepted, then the surface water management system facilities shall be conveyed to another nonprofit corporation organized and operated for purposes similar to the Association.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be: 1022 Tocabaga Lane Sarasota, Florida 34236 and the registered agent at such address shall be Lynn Robbins.

**ARTICLE VIII**  
**NUMBER OF DIRECTORS**

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three nor more than seven persons, as shall be designated by the Bylaws.

**ARTICLE IX**  
**FIRST BOARD OF DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected, as stated by the Bylaws, are as follows:

<b><u>Name</u></b>	<b><u>Office</u></b>	<b><u>Address</u></b>
Lynn Robbins Farrow	President / Director	1022 Tocabaga Lane, Sarasota, FL 34236
Michael Farrow	Vice President/Secretary/ Treasurer/Director	1022 Tocabaga Lane, Sarasota, FL 34236
Jamie Cawley	Vice President / Director	2701 Greendale Avenue, Sarasota, FL 34232

**ARTICLE X**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

**ARTICLE XI**  
**BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE XII**  
**RIGHTS OF DEVELOPER**

DeSoto Center, LLC, a Florida Limited Liability Company, which is the Developer of the DeSoto Center Condominium, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) until the following shall occur:

- A. When fifteen percent (15%) or more of the Units that will be operated ultimately by the Association are conveyed to Unit Owners other than Developer, such Unit Owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors.
- B. Unit Owners other than the Developer will be allowed to elect a majority of the members of the Board and control the Association at whichever of the following times shall first occur:
  - 1. Three (3) years after the Developer has sold fifty (50%) percent of the Units that will be ultimately operated by the Association;
  - 2. Three (3) months after the Developer has sold ninety (90%) percent of the Units that will be ultimately operated by the Association;
  - 3. When all of the Units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business;
  - 4. When the Developer has sold some of the Units and none of the other Units are held by the Developer for sale in the ordinary course of business.
  - 5. Seven years after recordation of the Declaration of Condominium.
- C. Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the Units in the DESOTO CENTER CONDOMINIUM.

**ARTICLE XIII**  
**INCORPORATOR**

The name and street address of the sole incorporator to these Articles of Incorporation are as follows:

[illegible]

Lynn Robbins Farrow 1022 Tocabaga Lane, Sarasota, FL 34236

## ARTICLE XIV AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned sole incorporator to these Articles of Incorporation, has hereunto set my hand and seal this 16 day of September, 2005.

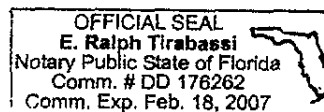
Lynn Robbins Farrow  
Lynn Robbins Farrow

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me on Sept 26, 2005, by Lynn Robbins, who is \_\_\_\_\_.

( ) personally known to me; or  
( ) who has produced \_\_\_\_\_ driver's license or \_\_\_\_\_ as  
identification.

Notary Public - State of FLORIDA  
Name: E. RALPH TIRABASSI  
Serial Number, if any: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

I hereby agree, as Registered Agent, to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.

  
Lynn Robbins Farrow

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