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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 682349 106189A

AUTHORIZATION :

Patricia K. [signature]

COST LIMIT : \$ 78.75

ORDER DATE : November 1, 2005

ORDER TIME : 9:27 AM

ORDER NO. : 682349-005

CUSTOMER NO: 106189A

DOMESTIC FILING

NAME: 110TH AVENUE CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

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OF

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110TH AVENUE CONDOMINIUM ASSOCIATION, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation not for profit, pursuant to Chapter 617, Florida Statutes, and do hereby certify as follows:

ARTICLE I

NAME

The name of the Corporation shall be 110TH AVENUE CONDOMINIUM ASSOCIATION, INC. (the "Association"). The principal office of the Association shall be 11001 Danka Way North, Unit 3, St. Petersburg, Florida 33716, or such other place as the Board of Directors may from time to time designate.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity, pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), responsible for the operation and management of 110TH AVENUE, AN OFFICE CONDOMINIUM (the "Condominium"), established pursuant to the Condominium Act on the lands in Pinellas County, Florida, submitted to the condominium form of ownership by the Declaration of Condominium of 110TH AVENUE, AN OFFICE CONDOMINIUM, (the "Declaration"). All words, phrases and terms used herein shall have the same meanings as attributed to them in the Declaration.

ARTICLE III

POWERS

The Association shall have all of the powers and privileges granted to a corporation not for profit under the laws of the State of Florida, pursuant to which the Association is chartered, all of the powers and duties set forth in the Condominium Act, the Declaration and the exhibits thereto as from time to time amended, and all other powers necessary to effectuate the purposes of the Association set out herein, together with, but not limited to, the following powers:

A. To operate and manage the Condominium and to maintain, repair and replace the common elements of the same, for the use and benefit of the owners of condominium parcels in the Condominium as the agent of said owners.

B. To levy and collect assessments against the members of the Association in accordance with the Declaration and the By-Laws of the Association and to use the proceeds of assessments to operate and manage the Condominium and for such other purposes as may be set forth in the Declaration.

C. To enter into contracts for the management, operation, insurance and maintenance of the Condominium and the common elements of the same with such individuals or legal entities as may be approved by the Board of Directors of the Association.

D. To employ personnel to perform the services required for the proper operation of the Condominium.

E. To make and amend reasonable Rules and Regulations governing the use, occupancy and activities of the Condominium Property.

F. To buy, sell, lease, mortgage, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or any interest therein.

G. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, the By-Laws of the Association and the Rules and Regulations governing the use, occupancy and activities of the Condominium Property.

H. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the owners of condominium parcels in the Condominium, in accordance with the provisions of the Declaration and the exhibits thereto as from time to time amended.

ARTICLE IV

TERM

The existence of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration. In the event of such termination, the Association shall be dissolved in accordance with law.

ARTICLE V

MEMBERSHIP

The qualification of members, the voting rights of members and the manner of their admission shall be as follows:

A. This Corporation shall be organized without any capital stock.

B. All owners of condominium parcels in the Condominium shall be members of the Association, and no other persons or other entities shall be entitled to membership. There shall be a maximum of two (2) memberships in the Association.

C. The member(s) of each unit shall be entitled to cast the number of votes equivalent to the share of ownership in the common elements appurtenant to the unit, as follows:

<u>Unit</u>	<u>Votes</u>
1	55
2	45

The votes of a unit shall not be divided or cumulated. Voting rights shall be exercised in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association.

D. Membership in the Association shall be established by the following methods:

1. The Declarant shall be the member of the Association representing each of the two (2) units and shall be entitled to all the rights and privileges accompanying such membership until each such unit is sold by the Declarant to the unit owner. In connection therewith, the Declarant shall assign to the unit owner its membership in the Association for that unit.

2. The unit owners shall become members of the Association upon the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing a change of record title to a Condominium parcel and the delivery to the Association of a copy of such instrument, the new owner designated by such instrument thereby becoming a member of the Association, and the membership of the Declarant or the prior owner representing that unit shall at that time be terminated.

E. Membership in the Association may be transferred by the Declarant or unit owner only as an appurtenance to his Condominium parcel in connection with the transfer of the same.

ARTICLE VI

DIRECTORS

A. The business of the Association shall be conducted by a Board of Directors of three (3) Directors.

B. The Directors shall serve a term of one (1) year or until the election of their successors. The Directors shall be elected at the annual meeting of the members of the Association.

C. Until unit owners other than the Declarant own fifteen (15%) percent or more of the units in the Condominium that will ultimately be operated by the Association, the Developer shall be entitled to appoint all the Directors. When unit owners other than the Declarant own fifteen (15%) percent or more of the units in the Condominium that will ultimately be operated by the Association, the unit owners other than the Declarant shall be entitled to elect no less than one-third (1/3) of the members of the Board of Directors of the Association and the Declarant shall appoint the remainder. The unit owners other than the Declarant shall be entitled to elect no less than a majority of the members of the Board of Directors upon the soonest of the following:

1. Three years after fifty (50%) percent of the units that will ultimately be operated by the Association have been conveyed to purchasers;

2. Three months after ninety (90%) percent of the units that will ultimately be operated by the Association have been conveyed to purchasers;

3. When all the units that will ultimately be operated by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Declarant in the ordinary course of business; or

4. When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

5. Seven (7) years after recordation of the Declaration.

The Declarant shall be entitled to appoint at least one (1) member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of business at least five (5%) percent of all of the units that will ultimately be operated by the Association.

ARTICLE VII

DIRECTORS AND OFFICERS

The names and mailing addresses of the first Board of Directors and the officers of the Association who shall hold office until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Michael E. Barger	11001 Danka Way N., #3 St. Petersburg, FL 33716	President and Director
Judy K. Humbarger	11001 Danka Way N., #3 St. Petersburg, FL 33716	Secretary, Treasurer, Director
Arnold Hoffman	1317 Wrenfield Way Villanova, PA 19085	Director

ARTICLE VIII

INCORPORATOR AND SUBSCRIBER

The original incorporator and subscriber of the Articles of Incorporation is Judy K. Humbarger, whose address is 11001 Danka Way North, Unit 3, St. Petersburg, Florida 33716.

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors. Thereafter, the By-Laws may be amended, altered or rescinded only in accordance with those provisions of the By-Laws and the Declaration relating to amendment.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be amended by the members of the Association at a duly constituted meeting for such purpose; provided, however, that no amendment shall take effect unless approved by both of the voting members of the Association present in person or by proxy at the meeting considering the amendment. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. No amendment to the Articles of Incorporation shall be effective until the same has been filed with the Secretary of State of the State of Florida and recorded in the Public Records of Pinellas County, Florida as an amendment to the Declaration. No amendment to the Articles of Incorporation shall be made which affects any of the rights and privileges provided the Declarant, without the consent of the Declarant.

ARTICLE XI

ASSESSMENTS AND FUNDS

A. All assessments paid by the owners of condominium parcels in the Condominium for the

maintenance and operation of the Condominium shall be utilized by the Association to pay for the cost of said maintenance and operation. The Association shall have no interest in any funds received by it from assessments against the unit owners except to the extent necessary to carry out the powers vested in it as the agent for said owners.

B. The Association shall make no distribution of income to its members, Directors or officers, and it shall be conducted as a nonprofit corporation.

C. Any funds held by the Association from its receipts, over and above the common expenses of the Condominium, shall be known as the common surplus of the Association and the same shall be held for the use and benefit of the members in equal proportions.

D. Upon termination of the Condominium and dissolution or final liquidation of the Corporation, the distribution to the members of the Association of the common surplus, in proportions equivalent to the shares of ownership in the common elements appurtenant to their units, shall not constitute or be deemed to be a dividend or distribution of income.

ARTICLE XII

INDEMNIFICATION

Every Director 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 in connection with any proceeding or the settlement of any proceeding 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 in the event of a settlement the indemnification herein shall apply only when the Board of Directors 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 Director or officer may be entitled.

ARTICLE XIII

REGISTERED AGENT AND OFFICE AND RESIDENT AGENT

The registered agent and resident agent upon whom service of process may be effected for the Association is JUDY K. HUMBARGER and the registered office is 11001 Danka Way North, Unit 3, St. Petersburg, Florida 33716.

Accepted:

Judy K. Humbarger
JUDY K. HUMBARGER

IN WITNESS WHEREOF, the Incorporator and Subscriber has executed these Articles of Incorporation on this 31st day of October, 2005.

Judy K. Humbarger
JUDY K. HUMBARGER

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared JUDY K. HUMBARGER, to me known to be the person described as Incorporator and Subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at St. Petersburg, County and State aforesaid, this 31st day of October, 2005.

Cynthia A. Crane
Notary Public

My Commission Expires:

