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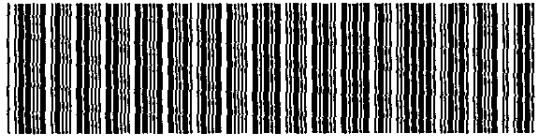
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March 21, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

FILED
MAR 27 AM 9:48
TALLAHASSEE, FLORIDA

**RE: ARTICLES OF INCORPORATION —
THE RYANS AT MADEIRA CONDOMINIUM ASSOCIATION, INC.**

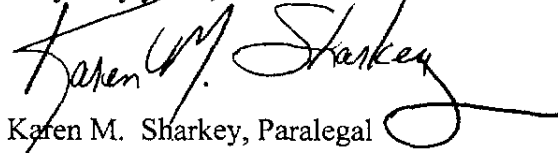
Gentlemen/Ladies:

Enclosed please find original Articles of Incorporation for **The Ryans at Madeira Condominium Association, Inc.**, along with our check made payable to the Florida Department of State in the amount of \$78.75 representing your filing fees.

Please return a certified copy of the Articles of Incorporation for said Corporation at your earliest convenience.

I thank you for your attention to the foregoing.

Very truly yours,



Karen M. Sharkey, Paralegal
to Thomas E. Reynolds, Esq.

/kms
Enclosures

**ARTICLES OF INCORPORATION
OF
THE RYANS AT MADEIRA CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby associates to form a Non-Profit Corporation pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this Corporation shall be THE RYANS AT MADEIRA CONDOMINIUM ASSOCIATION, INC., ("Association"). The principal mailing address of this Corporation shall be 37 - 144th Avenue, Madeira Beach, Florida 33708.

**ARTICLE II
PURPOSE**

The purpose of the Association is to operate, maintain, and preserve the Common Area, as such term is defined in the Declaration of Condominium for THE RYANS AT MADEIRA, A CONDOMINIUM ("Declaration"), which will be recorded in the Public Records of Pinellas County, Florida, for the development located in Madeira Beach, Pinellas County, Florida, known as THE RYANS AT MADEIRA, A CONDOMINIUM. The Association is also formed to maintain the privately owned areas of THE RYANS AT MADEIRA, A CONDOMINIUM.

**ARTICLE III
POWERS**

The Association shall have all of the powers given to non-profit corporations by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill all such stated powers, and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

1. Maintain, repair, improve, and insure the Common Area as defined in the Declaration, and other real or personal property which the Association owns or which it has assumed the obligation to maintain;
2. Make and collect assessments from its Members;
3. Pay all Association expenses;
4. Acquire title to and exercise all rights of ownership in and to any real or personal property;

5. Own and convey real or personal property;
6. Make, amend, and enforce reasonable rules and regulations for the use of the property it owns or maintains;
7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association;
8. Sue and be sued;
9. Contract for operation and maintenance services;
10. Require all Condominium Owners to be Members of the Association;
11. Exist in perpetuity, but if the Association is dissolved, then the Common Area, including the surface water management system, shall be conveyed to an appropriate agency of local government, or if not, accepted to a nonprofit corporation with similar purposes; and
12. Take any other action necessary to fulfill the purposes for which the Association is formed.

ARTICLE IV **MEMBERS**

1. Every record owner of a fee interest in any Unit, as defined in the Declaration, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Unit.
2. Change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing a record of title to a Unit, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated on the date of delivery of such deed or other instrument.
3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of his or her Unit.
4. There shall be two (2) classes of membership as follows:
 - A. Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one (1) vote for each Unit owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one (1) vote for each Unit owned. If more than one (1)

person owns an interest in any Unit, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Unit. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

B. Class B. The Class B Member shall be the Declarant, and as provided that there is a Class B voting membership, the Declarant shall be entitled to three (3) votes for each Unit owned. Class B membership shall cease and be converted to Class A membership and any Class B Units then subject to the terms of the Declaration shall become Class A Units when the earliest of the following events occur:

(1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, including Class B votes for any Property annexed or planned for annexation by Declarant.

(2) When the Declarant waives in writing its right to Class B membership.

ARTICLE V **BOARD OF DIRECTORS**

1. The affairs of the Association shall be initially managed by a Board of Directors, whose names and addresses are:

WALID PETRUS
16512 Turnbury Oak Drive
Odessa, Florida 33556

PHILLIP J. MANSOUR
6346 Orchard Lk Road, Suite 16
W. Bloomfield, Michigan 48322

FARID DALOU
5996 Wynford Drive
W. Bloomfield, Michigan 48322

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be fewer than three (3).

ARTICLE VI
OFFICERS

The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The names and addresses of the initial officers are as follows:

WALID PETRUS 16512 Turnbury Oak Drive Odessa, Florida 33556	President
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PHILLIP J. MANSOUR 6346 Orchard Lk Road, Suite 16 W. Bloomfield, Michigan 48322	Secretary/Treasurer
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FARID DALOU 5996 Wynford Drive W. Bloomfield, Michigan 48322	Vice President
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ARTICLE VII
BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An Amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered;
2. Notice of the subject matter of the proposed Amendment shall be included in the notice of the meeting at which the Amendment is to be considered;
3. The amendment must be approved, either in person or by proxy, by at least a majority of the entire membership of the Board of Directors; and
4. A copy of the Amendment shall be recorded in the Public Records of Pinellas County, Florida.

No Amendment may change the qualifications for membership in the Association. No Amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes, provided, however, that any Amendment to these Articles shall require the written consent of two-thirds (2/3) of the Unit Owners at any regular or special meeting of the membership duly caused and convened. However, no Amendment may diminish any rights of the Class B Member, unless joined in by such Class B Member.

ARTICLE IX
DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including, without limitation, the surface water management system portions of the Common Area) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. If such dedication is refused acceptance, 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. Such assets shall not inure to the individual benefit of any Member, or other private individual for any reason. This Article is subject to the provisions of Chapter 617 of the Florida Statutes.

ARTICLE X
INITIAL SUBSCRIBER

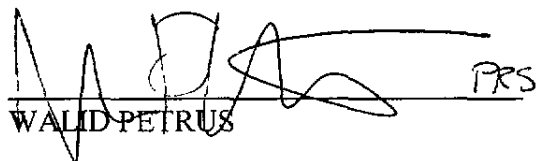
The name and address of the initial subscriber is:

WALID PETRUS
16512 Turnbury Oak Drive
Odessa, Florida 33556

ARTICLE XI
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process, shall be WALID PETRUS, whose address within the State of Florida is: 16512 Turnbury Oak Drive, Odessa, Florida 33556.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 17th day of March, 2006.

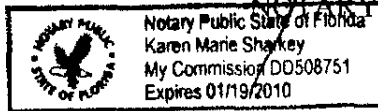

WALID PETRUS PRS

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 17th day of March, 2006, before me, the undersigned authority, personally appeared WALID PETRUS, who is personally known to me or has produced as identification, to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said County and State the day and year first above written.

My Commission Expires:



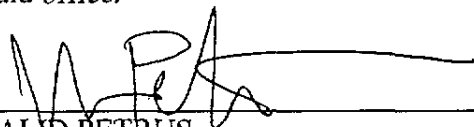
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

THE RYANS AT MADEIRA CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 37 - 144TH Avenue, City of Madeira Beach, County of Pinellas, State of Florida, has named WALID PETRUS as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


WALID PETRUS

DATED: 03/16/06