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Ft. Myers, Florida 33912
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April 11, 2006

Reply To:
Fort Myers
ygoin@becker-poliakoff.com

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Building "A" Association

To whom it may concern:

Enclosed herewith please find Articles of Incorporation for Building "A" Association, Inc., a new Florida not-for-profit corporation. Also enclosed herewith please find check no. 506 in the amount of \$78.75 which represents the filing fee, registered agent designation fee, and certified copy fee related to the filing.

Please return a copy of the filed document to my attention. An extra copy of the document is enclosed herewith for your use.

Should you have any questions, please feel free to contact me.

Very truly yours,


Yveline Goin
For the Firm

TALLAHASSEE
APR 17 2006
11:00 AM

- FLORIDA OFFICES
- BOCA RATON
- FORT MYERS
- FORT WALTON BEACH
- HOLLYWOOD
- HOMESTEAD
- LARGO
- MELBOURNE
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- TALLAHASSEE
- WEST PALM BEACH

- AFFILIATED OFFICES
- BEIJING
- FRANKFURT
- NEW YORK
- PRAGUE
- TEL AVIV

Enclosures (as stated)

YG/sds
FTM_DB: 305700_1

* by appointment only

This instrument was prepared by
Joseph E. Adams, Esq.
BECKER & POLIAKOFF, P.A.
14241 Metropolis Avenue, Suite 100
Fort Myers, Florida 33912

RECORDED
OFFICE OF THE CLERK
JUL 11 2007
LEE COUNTY, FLORIDA

**ARTICLES OF INCORPORATION
FOR
BUILDING "A" ASSOCIATION, INC.**

The undersigned incorporators, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of the corporation shall be BUILDING "A" ASSOCIATION, INC. The principal address of the corporation is 7000 Port Boulevard, Fort Myers, Florida 33912. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

**ARTICLE 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located or to be located in Lee County, Florida, and known as PORT SAN CARLOS GARDENS, CONDOMINIUM BUILDING "A".

**ARTICLE 3
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium as recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 4
POWERS**

The powers of the Association shall include and be governed by the following:

- 4.1 General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- 4.2 Enumeration.** The Association shall have the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and Association Property and other property acquired or leased by the Association.
 - (d) To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property and for the health, comfort, safety and welfare of the Unit Owners.
 - (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
 - (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations for the use of the Condominium Property and Association Property.
 - (h) To contract for the management and maintenance of the Condominium Property and Association Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements and Association Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the

making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

- (i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Condominium.
- (j) To borrow money, by approval of the Board of Directors, and pledge the assessments of the Association as security for loans.

- 4.3 **Condominium Property.** All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 4.4 **Distribution of Income; Dissolution.** The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not for profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.
- 4.5 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

ARTICLE 5 MEMBERS

- 5.1 **Membership.** The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.
- 5.2 **Assignment.** 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 the Unit for which that share is held.
- 5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 5.4 **Meetings.** The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

**ARTICLE 6
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 7
INCORPORATOR**

The name and address of the Incorporators are:

Dwayne A. Dyer
7000 Port Boulevard, #11
Fort Myers, Florida 33912

Fabio Fonseca
9710 Coral Gables Road
Fort Myers, FL 33912

David Gallaher
18541 Holly Road
Fort Myers, FL 33912

**ARTICLE 8
OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

Fabio Fonseca
9710 Coral Gables Road
Fort Myers, FL 33912

Vice-President:

David Gallaher
18541 Holly Road
Fort Myers, FL 33912

Secretary-Treasurer:

Dwayne A. Dyer
7000 Port Boulevard, #11
Fort Myers, FL 33912

**ARTICLE 9
DIRECTORS**

- 9.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors, and which shall always be an odd number.
- 9.2 Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 9.4 First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--|
| Fabio Fonseca | 9710 Coral Gables Road Fort Myers, FL 33912 |
| David Gallaher | 18541 Holly Road Fort Myers, FL 33912 |
| Dwayne A. Dyer | 7000 Port Boulevard, #11 Fort Myers, FL 33912 |

**ARTICLE 10
INDEMNIFICATION**

- 10.1 Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner

he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

- 10.2 Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 10.
- 10.4 Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 10.5 Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.
- 10.6 Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE 11
BY-LAWS**

The By-Laws of the Association may be altered, amended or rescinded in the manner provided in the By-Laws and/or the Declaration.

**ARTICLE 12
AMENDMENTS**

Amendments to these Articles may be amended in the following manner:

- 12.1 Proposal of Amendments.** An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the entire voting interests.
- 12.2 Proposed Amendment Format.** Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR PRESENT TEXT."
- 12.3 Notice.** Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.
- 12.4 Adoption of Amendments.** A resolution for the adoption of a proposed amendment may be adopted by a vote of a majority of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority of the entire voting interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.
- 12.5 Effective Date.** An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.
- 12.6 Automatic Amendment.** These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2005) Chapter 617, Florida Statutes (2005) or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the Owners, may adopt by majority vote, amendments to these Articles as the

Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2005), or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

- 12.7. **Proviso.** Provided, however, that no amendment shall change the configuration of any Unit or the share in the Common Elements appurtenant to it, or increase the Owner's share of the Common Expenses, unless the record Owner of the Unit concerned and all record Owners of the mortgages on such apartment shall join in the execution of the amendment, and all other Unit Owners approve the amendment.

**ARTICLE 13
INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this Corporation shall be at 14241 Metropolis Avenue, Suite 100, Fort Myers, Florida 33912, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Joseph E. Adams, Esq., who shall also be a resident agent, whose address is 14241 Metropolis Avenue, Suite 100, Fort Myers, Florida 33912.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

BUILDING "A" ASSOCIATION

BY: [Signature] (SEAL)

Print Name: Dwayne Dyer

Title: Secretary Treasurer

STATE OF Florida)
)
COUNTY OF Lee)

SS.

The foregoing instrument was acknowledged before me this 3rd day of October, 2005, by Dwayne Dyer, the Secretary/Treas. of BUILDING "A" ASSOCIATION, who is personally known to me or who has produced drivers license (type of identification) as identification and who did not take an oath.



Serena Schwantner
Commission # DD462453
Expires November 21, 2006
Bonded Troy Firm - Insurance Inc. 800-365-7019

Serena Schwantner
Signature of person taking acknowledgment

Serena Schwantner
Name typed, printed or stamped

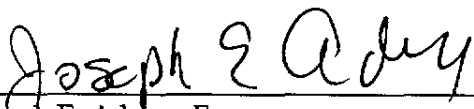
My commission expires:

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Lee, State of Florida, the corporation named in the said Articles has named Joseph E. Adams, Esq., whose address 14241 Metropolis Avenue, Suite 100, Fort Myers, Florida 33912, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Joseph E. Adams, Esq.
REGISTERED AGENT

DATED this 11 day of April, 2006.

This instrument was prepared by
Joseph E. Adams, Esq.
BECKER & POLIAKOFF, P.A.
14241 Metropolis Avenue, Suite 100
Fort Myers, Florida 33912
Florida Bar No. 483117

FILED
6 APR 17 PM 2:30
CLERK OF CIRCUIT COURT
LEE COUNTY FLORIDA