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06 MAY - 1 PM 3:01

**Law Office of
Jamie B. Greusel, Esquire**

1104 North Collier Boulevard
Marco Island, FL 34145
239-394-8111

Jamie B. Greusel
Licensed in FL and NJ

April 25, 2006

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Residences at City Centre Condominium Association, Inc.

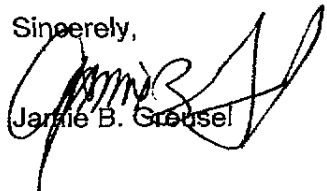
Gentlemen/Ladies:

Enclosed are two original Articles of Incorporation for the corporation referenced above and a check in the amount of \$78.75 to be credited as follows:

\$35.00 Filing fee
\$35.00 Registered Agent Designation
\$ 8.75 Certified copy
\$78.75

Kindly file the original and return a certified copy to our office.

Sincerely,


Jamie B. Greusel

JBG/rs
Enclosure

ltrstate

ARTICLES OF INCORPORATION

FOR

RESIDENCES AT CITY CENTRE CONDOMINIUM ASSOCIATION, INC.

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In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation, hereinafter called "Condominium Association" is RESIDENCES AT CITY CENTRE CONDOMINIUM ASSOCIATION, INC. and the corporate office address is 400 5th Ave. S., Naples, FL 34102.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Condominium Act for the operation of Residences at City Centre, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Condominium Association shall be distributed or inure to the private benefit of any member, director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles of Incorporation, the Declaration of Condominium, and the By-laws or the Florida Condominium Act, as they may be amended from time to time.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the members of the Association in order to defray the costs, expenses and losses of the Association, and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To protect, maintain, repair, replace and operate the Condominium property and Association property;

C. To purchase insurance on the Condominium property and Association property for the protection of the Association, its members and their mortgagees;

D. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association;

E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-laws;

F. To reconstruct improvements after casualty and to make further improvements of the property;

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-laws and any Rules and Regulations of the Association, as amended;

H. To contract for the management and maintenance of the Condominium and the Condominium Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Condominium Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Condominium;

J. To acquire real and personal property in the name of the Association;

K. To borrow money, if necessary, to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Condominium, and the By-laws, as may be amended from time to time.

ARTICLE III

MEMBERSHIP: The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, and as further provided in the By-laws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Association of a copy of such instrument. The

share of a member in the funds and assets of the Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to one vote in the Association matters as set forth in the Declaration of Condominium and By-laws. The manner of exercising voting rights shall be as set forth in the By-laws.

ARTICLE IV

TERM: The term of the Condominium Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-laws of the Condominium Association may be amended or rescinded in the manner provided for therein.

ARTICLE VI

AMENDMENTS: All amendments to these Articles shall be proposed and adopted in the following manner.

A. **Notice**. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. **Adoption**. An amendment may be proposed either by a majority of the Board of Directors or by not less than one third of the voting interests of the Association. The amendment shall be adopted if it is approved by not less than two thirds (2/3rds) of the voting interests of the Association present in person or by proxy and voting at a duly called meeting. Alternatively, amendments may be adopted without a meeting if the Bylaws so provide for an alternative method.

C. **Limitation**. No amendment shall be made that is in conflict with the Condominium Act or the Declaration or the Bylaws.

D. **Recording**. A copy of each amendment shall be attached to or included in a certificate certifying that the amendment was duly adopted as an amendment of the Articles. The amendment shall be effective when the certificate and copy of the amendment are recorded in the public records of the county where the Declaration is recorded.

ARTICLE VII

DIRECTORS AND OFFICERS: The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the By-laws, but in any event no less than three (3) Directors. All Directors shall be elected by the members in the manner detailed in the By-laws. Directors may be removed

and vacancies on the Board of Directors shall be filled in the manner provided in the By-laws. The officers shall conduct the business of the Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board. The initial Board of Directors shall consist of three (3) members and while the Developer is in control of the Association, the number of Directors shall be three :

Daniel J. Dufault, Sr.	Denise Dufault	Daniel J. Dufault, Jr.
847 N. Collier Blvd.	847 N. Collier Blvd.	847 N. Collier Blvd.
Marco Island, FL 34145	Marco Island, FL 34145	Marco Island, FL 34145

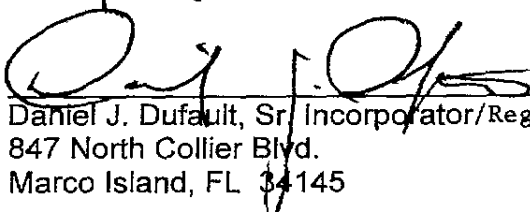
ARTICLE VIII

INDEMNIFICATION: The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or officer, or in any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Condominium Association.

ARTICLE IX

REGISTERED AGENT AND INCORPORATOR. The address of the Incorporator and the corporation's initial registered office shall be 847 North Collier Blvd., Marco Island, FL 34145 and the Incorporator and initial registered agent shall be Daniel J. Dufault, Sr. at such address.

Executed this 20th day of April, 2006.

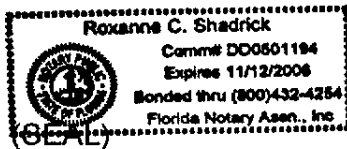

Daniel J. Dufault, Sr. Incorporator/Registered Agent
847 North Collier Blvd.
Marco Island, FL 34145

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ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 25 day of April, 2006 by Daniel J. Dufault, Sr. who is personally known to me or who has produced _____ (type of identification) as identification.



Roxanne C. Shadrick
Notary Public
Print Name: Roxanne C. Shadrick
My commission expires: