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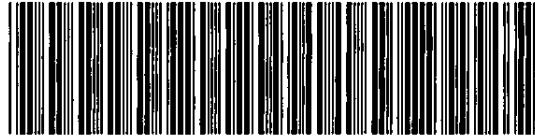
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06 JUN -7 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ch. 6-8

ROLFE D. DUGGAR
Attorney at Law
4699 Central Avenue
St. Petersburg, Florida 33713

Real Property Law
Corporation and Business Law
Wills, Estates and Estate Planning

Telephone: (727) 328-1944
Facsimile: (727) 327-7699
E Mail: duggar@juno.com

June 6, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: The Nest Condominium, Inc.

Gentlemen:

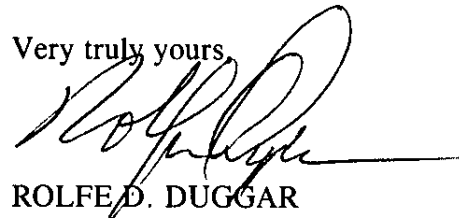
With reference to the above-captioned corporation, I am enclosing herewith the following:

1. Original and one copy of the Articles of Incorporation.
2. My check payable to the Secretary of State in the sum of \$78.75 representing the \$35.00 filing fee, \$8.75 for a certified copy, and \$35.00 for registered agent designation.

I would appreciate your approval of the Articles, filing of same and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,



ROLFE D. DUGGAR

RDD/scg
enclosures

**ARTICLES OF INCORPORATION
FOR
THE NEST CONDOMINIUM ASSOCIATION, INC.**

FILED
06 JUN -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporate Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article 1
Name

The name of this Corporation is THE NEST CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation shall be referred to as the "Articles", and the Bylaws of the Association shall be referred to as the "Bylaws".

Article 2
Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Sections 718.101 et. seq. Fla. Stat. (1993), as it exists on the date hereof (the "Act") for the operation of that certain condominium located in Pinellas County, FL, and known as The Nest Condominium, a Condominium (the "Condominium"). The Association shall automatically assume all rights, powers and duties provided for herein and in the Act, the Bylaws and the applicable Declaration of Condominium (the "Declaration"), upon approval of these Articles by the Florida Department of State, Division of Corporations.

Article 3
Definitions

The terms used in these articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium, 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 Bylaws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the Bylaws, 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 Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, and to exercise such authority as may be reasonably necessary to effectuate its objectives under the Declaration, as the same may be amended from time to time as therein provided.

b) To assess, levy, collect and enforce payment, by any lawful means, Assessments and other charges against members as Unit Owners (whether or not such sums are due and payable to the Association) and to use the proceeds thereof in the exercise of its powers and duties.

(c) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(d) To hold, convey, lease, and mortgage Condominium Property for the benefit of the Unit Owners.

(e) To maintain, repair, replace, reconstruct, add to and operate the condominium Property, and other property acquired or leased by the Association.

(f) To purchase insurance upon the condominium Property and insurance for the protection of the Association, its officers, directors and Unit owners.

(g) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(h) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

(i) To enforce by legal means the provisions of the Act, the Declaration, these Articles, Bylaws, and the rules and regulations for the use of the Condominium Property.

(j) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collections of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements 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.

(k) To employ personnel to perform the services required for the proper operation of the Condominium.

4.3 Association 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 Bylaws.

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 non-profit corporation or a public agency or as otherwise authorized by the Florida Not for Profit Corporation Act, Sections 617.01011, et. seq. Fla.Stat. (1993).

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, Bylaws, and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

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, those persons who were members at the time of such termination, together with their successors and assigns.

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 case in the manner provided by the Declaration and Bylaws. An person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provisions 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 Incorporator of this Corporation is:

Edward J. Christiano
1875 Parliament Way
Clearwater, FL 33764

Article 8
Officers

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. 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 Bylaws may provide for the removal from office of officers, for the filling of 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:

<u>President:</u>	David Winterhalter 747 Chesapeake Drive Tarpon Springs, FL 34689
<u>Vice President:</u>	Katherine Winterhalter 11680 Shipwatch Drive, #1458 Largo, FL 33774
<u>Secretary:</u>	Carra S. Best 101 13 th Street Belleair Beach, FL 33786
<u>Treasurer:</u>	Edward J. Christiano 1875 Parliament Way Clearwater, FL 33764

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 Bylaws, but which shall consist of not less than four (4) directors. Directors, other than designees of the Developer, must be members of the Association.

9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws 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 Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of directors and their replacements who shall hold office for the periods described in the Bylaws.

9.5 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 Bylaws are as follows:

David Winterhalter
747 Chesapeake Drive
Tarpon Springs, FL 34689

Katherine Winterhalter
11680 Shipwatch Drive, #1458
Largo, FL 33774

Carra S. Best
101 13th Street
Belleair Beach, FL 33786

Edward J. Christiano
1875 Parliament Way
Clearwater, FL 33764

Article 10 **Indemnification**

10.1 Indemnity. The Association shall indemnify any person who was or is a party of 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 or she 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 or her 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 or she did not act in good faith or in a manner he or she 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 or she had reasonable cause to believe his or her 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 a 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 or she 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 or she has reasonable cause to believe that his or her 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 or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her 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 actions, 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 or she 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 Bylaw, 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 or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her 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 be amended without the prior written consent of all persons who interest would be adversely affected by such amendment.

Article 11 **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 in the Bylaw and the Declaration.

Article 12 **Amendments**

Amendments to these Articles shall be proposed and adopted in the following manner.

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their concurrence in writing, provided that such concurrence shall not be used for the purpose of creating a quorum. The approvals must be:

(a) by not less than 75% of the votes of all of the voting interests of the Association, and by not less than 75% of the entire Board of Directors; or

(b) by not less than 80% of the votes of all of the members of the Association.

12.3 Limitation. No amendment shall many any changes in the qualifications for membership, nor in the voting rights or property rights of members, not any changes in Sections 4.3, 4.4. or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. no amendment to this paragraph 12.3 shall be effective.

12.4 Developer Amendments. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pinellas County, FL.

Article 13

Initial Registered Office; Address and Name of Registered Agent

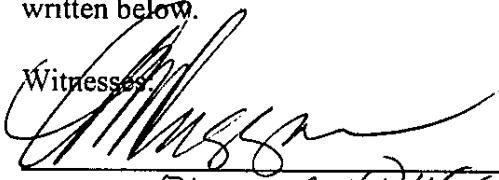
The initial registered office of this corporation shall be Rolfe D. Duggar, Esquire, 4699 Central Avenue, St Petersburg, FL 33713, with the privilege of having its office(s) at other places within or without the State of Florida.

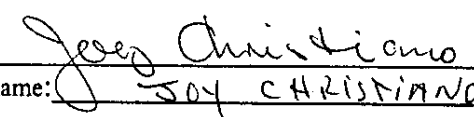
The initial registered agent shall be:

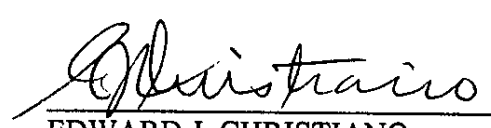
Rolfe D. Duggar, Esq.
4699 Central Avenue
St Petersburg, FL 33713

IN WITNESS WHEREOF, the Incorporator has affixed his signature the date and year written below.

Witnesses:

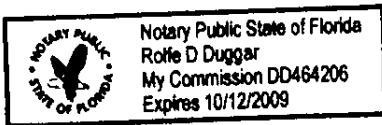

Print name: EUGENIA K. DUGGAR

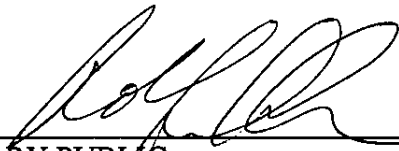

Print name: JOY CHRISTIANO


EDWARD J. CHRISTIANO
1875 Parliament Way
Clearwater, FL 33764

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th day of June 2006, by Edward J. Christiano who is personally known to me.





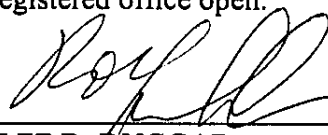
NOTARY PUBLIC
Print name: ROLFE D. DUGGAR

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:

First, that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at 4699 Central Avenue, St Petersburg, FL 33713, the corporation in the said Articles has named Rolfe D. Duggar, Esq., located at 4699 Central Avenue, St Petersburg, FL 33713, 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 provision of Florida law relative to keeping the registered office open.



ROLFE D. DUGGAR
Registered Agent

Dated: 6/1/06

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06 JUN -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA