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FLORIDA PROFIT/NON PROFIT CORPORATION

OCEANS EDGE CONDOMINIUM ASSOCIATION, INC.

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July 12, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MURI WALD BIONDO MORENO PA

SUBJECT: OCEANS EDGE CONDOMINIUM ASSOCIATION, INC.  
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**ARTICLES OF INCORPORATION  
OF  
OCEANS EDGE CONDOMINIUM ASSOCIATION, INC.  
(A Corporation Not-for-Profit)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Subscriber by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to Chapters 617 and 718 of the Florida Statutes and hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL  
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the "Association", shall be OCEANS EDGE CONDOMINIUM ASSOCIATION, INC. Its principal office and place of business shall be at 650 S. Northlake Blvd, Suite 450, Altamonte Springs, FL 32701. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

**ARTICLE II - PURPOSE**

The purpose and objects of the Association shall be to administer, operate and manage OCEANS EDGE CONDOMINIUM, located in Jacksonville Beach, Florida (the "Condominium"), a condominium project to be established in accordance with the Condominium Act of the State of Florida (the "Condominium Act") and to undertake the performance of the acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions,

THIS INSTRUMENT PREPARED BY:  
Gerald J. Biondo, Esq.  
FL Bar #: 154713  
Murai Wald Biondo Moreno & Brochin, P.A.  
Two Alhambra Plaza, Penthouse 1B  
Coral Gables, FL 33134  
305-444-0101

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conditions and authorizations contained in these Articles of Incorporation and in the Declaration of Condominium (the "Declaration") which will be recorded in the Public Records of Duval County, Florida, at the time the property referred to in the Declaration and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

### ARTICLE III - POWERS

The Association shall have all of the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect, and all power and duties reasonably necessary to administer, govern and maintain the condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and operation of the Association. Assessments paid by unit owners shall be held in trust by the Association and used to pay:

(i) the cost of operation, maintenance, preservation, enhancement or repair of the condominium property and other costs related thereto, and

(ii) the cost of administration of the affairs of the Association, including payment of applicable taxes and the preservation of the Association's existence, to the extent properly allocable to the performance of the Association's duties under the Declaration of Condominium (all thereof, in the event that the Association undertakes no other activities); to the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the unit owners to be expended for the aforesaid purposes or, upon any termination of the condominium, the unexpended portion shall be added to the common surplus for disbursement to the unit owners.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

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- (c) To maintain, repair, replace and operate the common elements.
- (d) To purchase insurance upon condominium property and all properties the Association shall hold and insurance for the protection of the Association and its members.
- (e) To improve condominium property further and, after casualty, to reconstruct improvements.
- (f) To approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of units as may be provided by the Declaration of Condominium and by the Bylaws of the Association.
- (g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the regulations for the use of the property of the condominium.
- (h) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties in performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repairs and replacement of common elements with funds as shall be 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 documents and 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 purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.
- (j) To contract for the management, operation and upkeep of any and all property held or controlled by the Association.

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(k) To encumber, lease or grant other possessory or use interests or easements in any and all property which the Association may acquire or control, including but not limited to the common elements of the condominium and any recreational facilities.

(l) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

(m) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.

(n) To employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.

(o) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

(p) To enact rules and regulations concerning the use and enjoyment of the units, the common elements and of the property owners by the Association not inconsistent with the Declaration of Condominium.

**ARTICLE IV - QUALIFICATION OF  
MEMBERS AND THE MANNER OF THEIR ADMISSION**

1. The owners of all Condominium Units in the Condominium shall automatically and mandatorily become members of the Association, and no other persons or entities shall be entitled to membership, except as provided in paragraph 5 of this Article.

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2. Membership in the Association shall be established by the acquisition of a fee title or fee ownership interest in a Condominium Unit in the Condominium, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to, or his entire fee ownership in, any Condominium Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more Condominium Units, so long as such party shall retain fee title to, or fee ownership interest in, any Condominium Unit.

3. The interest 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 his Condominium Unit. The funds and assets of the Association shall be subject to the limitation that the same be expended, hold or used for the benefit of the membership and for the purposes authorized herein.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Condominium Unit in the Condominium. The votes may be exercised or cast by the owner or owners of each Condominium Unit in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any member own more than one Condominium Unit, such member shall be entitled to exercise or cast one vote for each Condominium Unit he owns in the manner provided by the Bylaws.

5. Until such time as the Condominium is submitted to condominium ownership by the recordation of the Declaration, the membership of the Association shall be comprised of the Subscribers to these Articles of Incorporation, and in the event of the resignation or termination of any Subscriber as a member of the Association, the remaining Subscribers may nominate and designate a successor member. Each of the Subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote. Upon submission of the Condominium to condominium ownership by recordation of the Declaration, the Subscribers' rights and interests as members of the Association shall automatically terminate; and the Condominium Unit owners within the Condominium, which shall mean in the first instance the Developer as the owner of all Condominium Units, shall be entitled to exercise all of the rights and privileges of membership in the Association.

6. The presence at a meeting, in person or by proxy, of persons entitled to cast 33 1/3% of the votes of the members shall constitute a quorum at a meeting of the members. If a quorum is present,

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the acts approved by a majority of those present at the meeting and entitled to vote on the subject matter shall constitute the acts of the member.

**ARTICLE V - TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI - MANGEMENT OF THE ASSOCIATION  
AND BOARD OF DIRECTORS**

1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) persons.

2. The names and post office addresses of the first Board of Administration who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the Association's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Grosch	650 S. Northlake Blvd, Suite 450 Altamonte Springs, FL 32701
John Flynn	650 S. Northlake Blvd, Suite 450 Altamonte Springs, FL 32701
Tom Hayden	650 S. Northlake Blvd, Suite 450 Altamonte Springs, FL 32701

3. At the expiration of the term of such initial Director, his successor shall be elected by the members of the Association to serve for a term of one (1) year. A Director shall hold office until his successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, two year alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated and further determine the number of members which the Board of Directors shall have.



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4. Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefor with or without cause by the vote or agreement in writing by a majority of all the voting interests in the manner provided by Section 718.112(2)(j), Florida Statutes.

5. In the event of a vacancy on the Board by reason of death, resignation or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If after a written request of any member of the Association that the vacancy be filled, the Board fails or refuses to fill the vacancy for a period of ninety (90) days from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting. Subject to the provisions of 718.301, Florida Statutes, only the developer may vote to fill a vacancy on the Board previously occupied by a member elected or appointed by the developer. Only unit owners other than the developer may vote to fill a vacancy on the Board previously occupied by a member elected by unit owners other than the developer.

6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notice by personal delivery, overnight mail, or by United States mail to each Director sent at least two (2) days prior to the date of the meeting.

#### ARTICLE VII - OFFICERS

1. The affairs of the Association shall be managed by its Board of Directors, who may delegate certain or all such duties to the officers of the Association which officers shall include a President, a Vice President, a Secretary and a Treasurer, and such additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors may designate from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a member of the Board of Directors. Any person may hold two offices, the duties of which are not incompatible. The Board of Directors or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any such person or entity may be so employed without regard to whether

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such person or entity is a member of the Association or the Board of Directors or an officer of the Association, as the case may be.

2. The officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

<u>NAME</u>	<u>OFFICE</u>
Frank Grosch	President
John Flynn	Vice President
Tom Hayden	Secretary / Treasurer

3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

**ARTICLE VIII – SUBSCRIBERS**

The names and post office addresses of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Grosch	650 S. Northlake Blvd, Suite 450 Altamonte Springs, FL 32701

**ARTICLE IX - BYLAWS**

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified or rescinded by the action or approval of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interest of the Developer of the condominium or the mortgagees of any condominium property or unit without the

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written consent of the Developer or the mortgagee, respectively, to the extent such written consent may be required by the Developer or mortgagee. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

#### **ARTICLE X - AMENDMENTS TO THESE ARTICLES**

1. Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A two-thirds (2/3) affirmative vote of the total voting interests of the Association, in person or by proxy, shall be necessary to amend the Articles of Incorporation.

2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium of the condominium governed by this Association.

#### **ARTICLE XI - INDEMNIFICATION**

Every member of the Board of Administration 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 to which he may be a party, or in which he may become involved by reason of his being or having been a member of the Board of Administration or an officer of the Association, whether or not he is a member of the Board of Administration or an officer at the time such expenses are incurred, except in such cases wherein the member of the Board of Administration or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the member of the Board of Administration or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Administration 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 member of the Board of Administration or officer may be entitled.

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Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association on behalf of the director, officer, employee or agent in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Administration in the specific case, upon receipt of an undertaking by or on behalf of said 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.

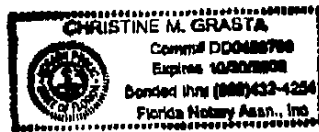
**ARTICLE XII - SEVERABILITY**

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

**ARTICLE XIII - REGISTERED AGENT**

The initial registered office of this Corporation shall be at Two Alhambra Plaza, Penthouse 1B, Coral Gables, FL 33134 and the initial registered agent at that address shall be Murai Wald Biondo Moreno & Brochin, P.A.

IN WITNESS WHEREOF, the Subscriber has hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 19<sup>th</sup> day of April, 20006.



Frank Grosch  
Frank Grosch

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**CERTIFICATE OF REGISTERED AGENT  
OF  
OCEANS EDGE CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That **OCEANS EDGE CONDOMINIUM ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai Wald Biondo Moreno & Brochin, P.A. , located at Two Alhambra Plaza, Penthouse 1B, Coral Gables, FL 33134, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 12 day of July, 2006.

**MURAI WALD BIONDO MORENO & BROCHIN, P.A.**

By: *Gerald Biondo*  
Name: Gerald Biondo  
Title: PARALEL