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Kathleen Winters, Esq  
(Requestor's Name)

2655 S. Le Jeune Rd FL5  
(Address)

(Address)

Coral Gables, FL 33134-5816  
(City/State/Zip/Phone #)

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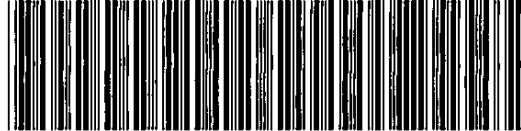
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**ARTICLES OF INCORPORATION  
OF  
LONGBLEAF CONDOMINIUM ELEVEN CONDOMINIUM ASSOCIATION, INC.**  
(a nonprofit corporation)

The undersigned, for the purpose of forming a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is **Longleaf Condominium Eleven Condominium Association, Inc.** (hereinafter the "Association").

**ARTICLE II  
DURATION**

This Association shall have perpetual existence, unless dissolved according to law. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III  
PURPOSES AND POWERS**

This Association is organized for the general purpose of establishing a condominium association under Chapter 718 of the Florida Statutes (the "Condominium Act"). The Association shall be responsible for the operation of the condominium located in **Lake Wales, Polk County, Florida**, and known as **Longleaf Condominium Eleven, a condominium** (the "Condominium"), to be created under the Declaration of Condominium therefor (the "Declaration"). The Association shall perform the acts and duties incident to the operation of the Condominium in accordance with the provisions of the Condominium Act, the Declaration, these Articles of Incorporation, and the Bylaws of the Association ("Bylaws").

The Association shall have all of the powers and duties set forth in the Condominium Act and, except as expressly limited or restricted in the Condominium Act, those set forth in the Declaration, these Articles of Incorporation, and the Bylaws of the Association. The Association shall also have all of the rights, privileges and powers now or hereafter available to corporations not for profit under the laws of the State of Florida, which are not in conflict with the Condominium Act or the terms of these Articles of Incorporation.

**ARTICLE IV  
NONPROFIT STATUS**

This Association is organized and incorporated as a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act and it shall not exist or be operated for the purpose of pecuniary profit.

The Association shall not pay any dividends. No part of the net income or profit of the Association shall inure to the benefit of, or be distributed to, any member, director, or officer of the Association; provided,

however, the Association may pay compensation in a reasonable amount to its members, directors, and officers for services rendered to the Association, may reimburse its members, directors, and officers for reasonable expenses incurred for or on the behalf of the Association, may confer benefits upon its members in conformity with its purposes, may make rebates of excess membership dues, fees or assessments, and, upon dissolution or final liquidation, may make distributions to its members as permitted by the Florida Not Profit Corporation Act.

#### **ARTICLE V** **MEMBERSHIP AND VOTING RIGHTS**

Each condominium unit within the Condominium shall have appurtenant thereto one membership in the Association, which membership shall be held collectively by the record owner or owners of Legal Title to such unit. For purposes of these Articles of Incorporation, the term "Legal Title" means and shall be limited to a present possessory interest in the condominium unit, which is either a life estate interest or a fee interest, and which is evidenced by an instrument recorded in the public records of Polk County, Florida. Such owner or owners shall become members of the Association upon the acquisition, of record, of Legal Title to the unit and approval of the acquisition in the manner provided in the Declaration, if required. In the event of termination of the Condominium, the members of the Association shall be the persons or entities who were the record owners of Legal Title to units in the Condominium at the time of the termination, or their successors and assigns. This Association is organized upon a non-certificate basis and it shall not issue shares of stock or certificates of membership. The Association shall have one class of membership.

Each condominium unit shall be entitled to one, and only one, full vote on each matter upon which the members shall be entitled to vote, which vote shall be exercised or cast by the owners of the Legal Title to such unit in the manner provided in the Bylaws of the Association. The vote of a unit is not divisible. Each vote shall be weighted in accordance with the percentage allocated to each unit's vote as set forth in the Declaration.

A person's or entity's membership in the Association shall automatically terminate when such person or entity ceases to be a record owner of Legal Title to a condominium unit within the Condominium. In no event shall any membership be severed from the unit to which it is appurtenant.

#### **ARTICLE VI** **PRINCIPAL OFFICE**

The street address of the Association's initial principal office is: **2301 Longleaf Blvd., Lake Wales, Suite 300, Florida 33859.** The Association's initial mailing address is: **2301 Longleaf Blvd., Suite 300, Lake Wales, Florida 33859.**

#### **ARTICLE VII** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Association's initial registered office is **2655 LeJeune Road, 5<sup>th</sup> Floor, Coral Gables, FL 33134,** and the name of its initial registered agent at that office is **Kathleen A. Winters.**

#### **ARTICLE VIII** **MANAGEMENT OF THE ASSOCIATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the board of directors of the Association.

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**ARTICLE IX**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Association shall be **three (3)**. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

The first election of directors shall not be held until unit owners other than **Joseph F. Miranda, Inc., a Florida corporation** (the "Developer") shall be entitled to elect at least one director pursuant to the provisions of the Condominium Act. Any vacancies on the board occurring before the first election shall be filled by the Developer. Subsequent to the first election of directors, the directors entitled to be elected by unit owners other than the Developer shall be elected at the annual meeting of members and shall hold office in the manner and for the term as provided in the Bylaws. Until the Developer transfers control of the Association to the non-Developer unit owners, the Developer shall be entitled to appoint and remove all directors except those elected by the non-Developer unit owners.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

**Joseph F. Miranda**  
**2301 Longleaf Blvd., Suite 300**  
**Lake Wales, FL 33859**

**Susan Miranda**  
**2301 Longleaf Blvd., Suite 300**  
**Lake Wales, FL 33859**

**David Glausser**  
**2301 Longleaf Blvd., Suite 300**  
**Lake Wales, FL 33859**

**ARTICLE X**  
**OFFICERS**

The officers of the Association shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the Bylaws. The officers shall be elected as set forth in the Bylaws, and each officer shall serve until his or her successor is elected and qualified, or until his earlier resignation, removal from office, or death. The officers shall have the duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

**ARTICLE XI**  
**INITIAL OFFICERS**

The names of the persons who shall serve as the initial officers of the Association, until the first election of officers, are as follows:

President:	<b>Joseph F. Miranda</b>
Vice President:	<b>David Glausser</b>
Secretary:	<b>Susan Miranda</b>
Treasurer:	<b>Joseph F. Miranda</b>

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**ARTICLE XII  
INCORPORATORS**

The name and address of the incorporator of this Association is as follows:

**Joseph F. Miranda, Inc.  
2301 Longleaf Blvd., Suite 300  
Lake Wales, FL 33859**

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**ARTICLE XIII  
BYLAWS**

The initial Bylaws for the Association shall be made and adopted by the board of directors of the Association and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the Bylaws and the Florida Statutes, as they may be amended from time to time.

**ARTICLE XIV  
AMENDMENT OF ARTICLES**

The Association reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures set forth in the Declaration and the Florida Not For Profit Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, being an incorporator, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of August, 2006.

Signed, sealed and delivered  
in the presence of:

Print Name:

RAY WINTERS

Print Name:

KATHLEEN A. WINTERS

State of Florida

Joseph F. Miranda, Inc.

By:

Joseph F. Miranda  
Joseph F. Miranda, as president, "as  
incorporator"

County of Polk

The foregoing Articles of Incorporation were acknowledged before me this 1st day of August 2006, by **Joseph F. Miranda, as president of Joseph F. Miranda, Inc., a Florida corporation**, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

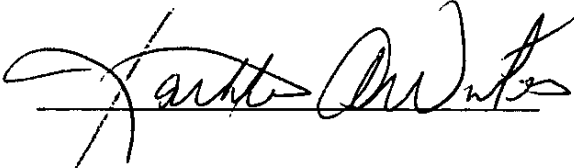


Notary Public  
Print Name: : Kathleen A. Winters

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: August 1, 2006

A handwritten signature in black ink, appearing to read 'Kathleen A. Winters', is written over a horizontal line.

Kathleen A. Winters

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