

✓ N06000008970

Ella H. Goudwin

(Requestor's Name)

2928 Wellington Circle, #201

(Address)

Tallahassee FL.

(Address)

(850) 668-2211

(City/State/Zip/Phone #)



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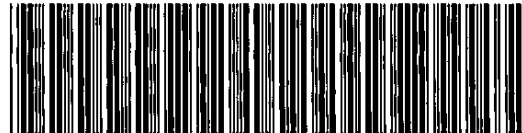
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DIVISION OF CORPORATIONS

2006 AUG 24 PM 12:03

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Aug 24 2006

ARTICLES OF INCORPORATION

OF

THE WELLINGTON OFFICES CONDOMINIUM ASSOCIATION II, INC.

FILED
06 AUG 24 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, hereby associate themselves for the purpose of forming a corporation not for profit, under and pursuant to Chapters 617 and 718, Florida Statutes, and do certify as follows:

ARTICLE I

Name

The name of this corporation is THE WELLINGTON OFFICES CONDOMINIUM ASSOCIATION II, INC. The corporation is sometimes referred to herein as the "Association."

ARTICLE II

Purposes

The corporation is organized to operate and manage the affairs and property of a condominium established in accordance with Chapter 718, Florida Statutes (2005), upon real property situate, lying and being in Leon County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of said Condominium in accordance with the terms, provisions and conditions contained in the Articles of Incorporation, in the Declaration of Condominium of said Condominium and any amendments thereto, which will be recorded among the Public Records of Leon County, Florida; 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 terms used herein shall have the same meaning attributed to them in Chapter 718, Florida Statutes, as amended.

ARTICLE III

Powers

The Association shall have all of the powers of a corporation not for profit existing under the laws of the State of Florida, and all the powers are hereafter granted to condominium associations by the Condominium Act, Chapter 718, Florida Statutes (2005), as the same may be hereafter amended and all the powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the power:

- A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium property;

- B. To make, levy and collect assessments against Owners of Condominium Parcels to provide the funds to pay for Common Expenses as provided for in the condominium documents and the Condominium Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;
- C. To maintain, repair, replace and operate those portions of the condominium Property that the Association has the duty or right to maintain, repair, replace and operate under the condominium documents;
- D. 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 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 with 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 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;
- E. To employ personnel to perform the services required for property operation of the Condominium;
- F. To purchase insurance upon the Condominium Property for the protection of the Association and its members;
- G. To reconstruct improvements constructed on the real property submitted to Condominium Ownership after casualty or other loss;
- H. To make additional improvements on and to the Condominium property;
- I. To enforce by legal action the provisions of the Condominium Documents;
- J. To acquire by purchase or otherwise Condominium Parcels in THE WELLINGTON OFFICES, a Condominium.

ARTICLE IV **Members**

1. Members:

A. The members of the Association shall consist of Unit Owners owning a vested present interest in the fee title to any Condominium Parcel forming a part of THE WELLINGTON OFFICES II, a Condominium, which interest is evidenced by duly recorded instrument in the Official Public Records of Leon County, Florida, and after the termination of the Condominium shall consist of those persons who are members at the time of such termination.

B. The first Board of Directors named in these Articles of Incorporation shall also be members of the Association until the first annual meeting of Unit Owners. If any Director named in these Articles of Incorporation should for any reason be unwilling or unable to be an active member of the Association, the remaining Directors shall select a successor member to serve in his place and stead, in accordance with the provisions of the By-Laws of the Association.

2. Voting Members:

A. Each Condominium Parcel shall be entitled to one (1) vote, which vote shall be exercised by the Unit Owner designated by the Owner or Owners of a majority interest in a single Condominium Parcel to cast the vote appurtenant to said Parcel. The designation of voting members shall be perfected in the manner provided in the Declaration of Condominium.

3. Assignment:

A. Neither the share of a member in the funds and assets of the Association, nor membership in this Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Condominium Parcel.

B. The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Condominium Documents.

ARTICLE V

Term

This corporation shall exist perpetually.

ARTICLE VI

Subscribers

The names and residence of the subscriber to these Articles of Incorporation is as follows:

Visconti Family Limited Partnership
2928 Wellington Circle, Suite 201
Tallahassee, Florida 32309

ARTICLE VII

Board of Directors

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) nor more than seven (7) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Frank Visconti
2928 Wellington Circle, Suite 201
Tallahassee, Florida 32309

Notwithstanding any provision herein to the contrary, the Developer, as defined in the Declaration of Condominium, shall have the right to appoint a majority of the members of the Board of Directors until the earlier to occur of the following, at which time members, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors:

A. Three (3) years after 50% of the units that will be operated ultimately by the Association have been conveyed to purchasers; or

B. Three (3) months after 90% of the units that will be operated ultimately by the Association have been conveyed to purchasers; or

C. When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

D. When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

E. Seven (7) years after recording of the Declaration of Condominium. Provided, further, however, that members other than the Developer shall be entitled to elect no less than one-third (1/3) of the members of the Board of Directors when members other than the Developer own fifteen percent (15%) or more of the Condominium Parcels that will be operated ultimately by the Association. The Developer shall be entitled to elect at least one (1) member to the Board as long as the Developer holds at least five percent (5%) of the units for sale in the ordinary course of business.

ARTICLE VIII **Officers**

The affairs of the Association shall be managed by a President, Secretary and Treasurer. The officers of the Association shall be elected annually by the Board of Directors of the Association, in accordance with the provisions of the By-Laws of the Association. The names and addresses of the officers who are to serve until the first election of officers are:

President

Frank L. Visconti
2928 Wellington Circle
Suite 201
Tallahassee, Florida 32309

Secretary/Treasurer

Ella Goodwin
2928 Wellington Circle
Suite 201
Tallahassee, Florida 32309

ARTICLE IX
Indemnification

Every director and every officer of the Association will 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 director or officer of the Association, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X
Bylaws

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The Association shall have the right to alter, amend, or rescind the By-Laws in accordance with Florida law.

ARTICLE XI
Principal Place fo Business

The principal place of business of this corporation shall be located at 2928 Wellington Circle, Suite 201, Tallahassee, Florida 32309 or at such other place or places as may be designated from time to time by the Board of Directors.

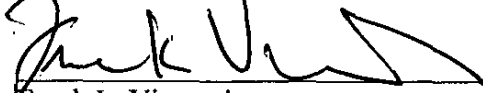
ARTICLE XII
Registered Agent

Frank L. Visconti, whose address is 2928 Wellington Circle, Suite 201, Tallahassee, Florida 32309, is appointed Registered Agent for service of process upon this corporation, subject to the right of this corporation to change the name in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and caused these Articles of Incorporation to be executed this 23rd day of August 2006.

VISCONTI FAMILY LIMITED PARTNERSHIP:

By: Its General Partner, FLV, Inc:

A handwritten signature in black ink, appearing to read 'Frank L. Visconti', written over a horizontal line.

Frank L. Visconti

As President of FLV, Inc.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of THE WELLINGTON OFFICE CONDOMINIUM ASSOCIATION II, INC., have hereunto set their hands this 23rd day of August, 2006.



FRANK L. VISCONTI

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Frank L. Visconti to me known to be the person described in and who executed the foregoing By-Laws of THE WELLINGTON OFFICE CONDOMINIUM ASSOCIATION II, INC., and acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS My hand and official seal in the State and County named above this 23rd day of August, 2006.


NOTARY PUBLIC

My Commission Expires



Ella H. Goodwin
Commission # DD557039
Expires August 1, 2010
Bonded Troy Fain - Insurance, Inc. 800-365-7019