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## BALDWIN & MORRISON, P. A.

ATTORNEYS & COUNSELLORS AT LAW 7100 SOUTH U. S. HIGHWAY 17-92

## FERN PARK, FLORIDA 32730-2092

JOHN A. BALDWIN WILLIAM H. MORRISON CHRISTOPHER H. MORRISON

TELEPHONE (407) 834-1424 FAX (407) 834-4845

October 20, 2006

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Incorporation of Specialty Commons I Condominium

Association, Inc.

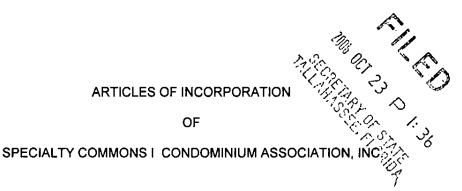
Ladies/Gentlemen:

Enclosed for filing please find Articles of Incorporation of Specialty Commons I Condominium Association, Inc. and Acceptance of Registered Agent, together with our firm check in the amount of \$78.75 for your fee and an envelope for your convenience in forwarding the recorded Articles.

Thank you for your attention to this request.

Sincerely,

WHM/lk Enclosures



We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida and certify as follows:

# ARTICLE I

The name of this corporation shall be:

SPECIALTY COMMONS I CONDOMINIUM ASSOCIATION, INC.

## ARTICLE II PURPOSE

The corporation is organized as a corporation not for profit under the laws of Florida to provide an entity responsible for the operation and administration of SPECIALTY COMMONS I, A CONDOMINIUM, according to the Declaration of Condominium thereof now or hereafter recorded in the Public Records of Seminole County, Florida, with respect to certain lands lying in Seminole County, Florida. The Bylaws of this Association shall be attached to and made a part of the Declaration of Condominium of Specialty Commons I Condominium Association, Inc.

## ARTICLE III MEMBERS

All persons who are owners of Condominium Parcels within Specialty Commons I Condominium Association, Inc. (and within such other properties as may become a part of the Condominium pursuant to the Declaration) shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer the Owner of a Condominium Parcel. Membership in this Corporation shall be limited to such Condominium Parcel Owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed among the Public Records of Seminole County, Florida, and the Bylaws of this Corporation which are attached to each Declaration.

# ARTICLE IV EXISTENCE

This Corporation shall have perpetual existence.

# ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of this Corporation shall be WILLIAM H. MORRISON, ESQUIRE, and the initial registered office shall be at 7100 S. Highway 17-92, Fern Park, Florida 32730.

## ARTICLE VI SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

MARIE FIGUEIREDO

1770 Chinook Trail Maitland, Florida 32751

ROBERT J. MAKSIMOWICZ

Mack Plumbing Systems, Inc. 530 S. Ronald Regan Blvd., Suite 116 Longwood, Florida 32750

# ARTICLE VII MANAGEMENT

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified by the Bylaws. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Directorate, shall be established by the Bylaws consistent with the provisions of the Declaration of Condominium.

Section 2. The principal offices of the Corporation shall be:

President Vice President Secretary Treasurer

(the last two offices may be combined and such other officers may be elected as from time to time are deemed desirable, consistent with the Bylaws), who shall be elected from time to time, in the manner set forth in the Bylaws adopted by the Corporation.

## ARTICLE VIII OFFICERS

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and Bylaws, are as follows:

MARIE T. FIGUEIREDO

President

ROBERT J. MAKSIMOWICZ Vice President/Secretary

# ARTICLE IX FIRST BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular meeting of the membership;

MARIE T. FIGUEIREDO

1770 Chinook Trail Maitland, Florida 32751 ROBERT J. MAKSIMOWICZ

Mack Plumbing Systems, Inc.

530 S. Ronald Regan Blvd., Suite 116

Longwood, Florida 32750

JAMES N. FIGUEIREDO

1770 Chinook Trail Maitland, Florida 32751

## ARTICLE X BYLAWS

The Bylaws of this Corporation shall be adopted by the first Board of Directors and attached to the Condominium Declarations to be filed in the Public Records of Seminole County, Florida, which Bylaws may be altered, amended or rescinded at any duly called meeting of the members in the manner provided by the Bylaws.

# ARTICLE XI AMENDMENTS

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the Condominium Act, the Declaration of Condominium, or applicable law may be made by a majority of the Board of Directors or a majority of the voting members of the Corporation. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of voting members, and delivered to the President, who shall thereupon call a Special Meeting of the Corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed Amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of sixty-six percent (66%) of the Board of Directors, and an affirmative vote of fifty-one percent (51%) of all voting members of the Corporation shall be required for the requested alteration, - amendment or rescission.

# ARTICLE XII POWERS

This Corporation shall have all of the powers set forth in Chapter 617, Florida Statutes, all of the powers set forth in Chapter 718, Florida Statutes, which is the Condominium Act of the State of Florida, and all powers granted to it by the Declarations of Condominium and the Appendices thereto.

# ARTICLE XIII STOCK AND DIVIDENDS

There shall be no dividends paid to any of the members nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall he applied in the manner provided in the Declaration of Condominium and the Bylaws. The Corporation may pay compensation in a reasonable amount to its members, directors and officers, for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in

the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the various Declarations of Condominium and Bylaws.

# ARTICLE XIV Indemnification

The Corporation shall indemnify every director and every officer, his/her heirs. executors and administrators, to the full extent allowed by law, including, without limitation, against all loss, costs and expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his being or having been a director or officer of the Corporation except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, gross negligence or willful misconduct. The Corporation shall to the extent it is available, obtain insurance covering all of its officers and directors against liability or loss in connection with the foregoing matters for which indemnification is appropriate and for such other matters as is allowed by law. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

# ARTICLE XV INTERPRETATION

The principal office of the Corporation shall be located at 1770 Chinook Trail, Maitland, Florida 32751, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

# ARTICLE IV

If any irreconcilable conflicts should exist, or hereafter arise, with respect to the interpretation of these Articles and the Declaration of Condominium, the Declaration of Condominium shall prevail.

Signed, sealed and delivered in the presence of:

Signature

CILLIAM H. Morrison

Print Name

Marie T. FIGUEIREDO

MARIE T. FIGUEIREDO

(SEAL)

Signature

LAURIC Keresey

Print Name

Marie Morrison

ROBERT J. MAKSIMOWICT

WILLIAM H. MORRISON

Print Name

Auric Ceresey

Signature

LAuric Keresey

Print Name

STATE OF FLORIDA COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before this 18th day of Alaber, 2006 by MARIE T. FIGUEIREDO

STATE OF FLORIDA COUNTY OF SEMINOLE



Notary Public

My Commission Expires:

## **ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of SPECIALTY COMMONS 1 CONDOMINIUM ASSOCIATION, INC.

WILLIAM H. MORRISON Registered Agent

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TALL, WASSEE, FLORIDA