

N06000011511

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

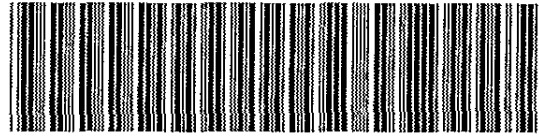
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

000000-44738

Office Use Only



000081195130

10/26/06--01028--003 **78.75

FILED

2006 NOV -6 PM 10:55

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

11/6

LAW OFFICES
**WARCHOL, MERCHANT, ROLLINGS,
BUCKLEY & POHL, L.L.P.**

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 69-2861736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
J. PATRICK BUCKLEY
MICHAEL A. POHL
MARK A. HOROWITZ

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910
(239) 542-0700
FAX (239) 542-8627
REAL ESTATE FAX (239) 542-5689
E-MAIL: rollingscwmr@earthlink.net

October 25, 2006

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Corporate Division

RE: Andalusia Commercial Plaza Condominium Association, Inc.

Dear Sir:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$78.75, said check allocated as follows:

\$35.00 filing fee
\$35.00 registered agent fee
\$ 8.75 certified copy

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,


Harvey Rollings

HR:dmd

Encs.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2006

RECEIVED NOV 2 2006

WARCHOL, MERCHANT, ROLLINS, BUCKLEY & POHL LLP
% HARVEY ROLLINGS
POST OFFICE BOX 100767
CAPE CORAL, FL 33910

SUBJECT: ANDALUSIA COMMERCIAL PLAZA CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W06000047235

We have received your document for ANDALUSIA COMMERCIAL PLAZA CONDOMINIUM ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document. >

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 606A00063915

LAW OFFICES
**WARCHOL, MERCHANT, ROLLINGS,
BUCKLEY & POHL, L.L.P.**

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2861736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Circuit Court Mediator
J. PATRICK BUCKLEY
MICHAEL A. POHL
MARK A. HOROWITZ
CHARLES C. JONES
ANNETTE GIARDINA HABER

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910
(239) 542-0700
FAX (239) 542-8627
REAL ESTATE FAX (239) 542-5689
E-MAIL: Rollings@WVMBPLaw.com

November 2, 2006

Loria Poole, Document Specialist
New Filing Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Andalusia Commercial Plaza Condominium Association, Inc.
Reference Number: W06000047235

Dear Ms. Poole:

We have corrected the matters addressed in your letter of October 27, 2006 to us reference the filing described above. I thank you for your attention to the matter and we would appreciate at this time the completion of the filing with the Department of State and returning a certified copy to us.

Yours truly,



Harvey Rollings

HR:dmd

Encs.

ARTICLES OF INCORPORATION
FOR
ANDALUSIA COMMERCIAL PLAZA CONDOMINIUM ASSOCIATION, INC.

FILED
2006 NOV -6 PM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE 1

The name of the corporation, herein called the "Association," is ANDALUSIA COMMERCIAL PLAZA CONDOMINIUM ASSOCIATION, INC., and the corporate office address is 234 N. Del Prado Boulevard, Cape Coral, Florida 33909.

ARTICLE 2

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of ANDALUSIA COMMERCIAL PLAZA CONDOMINIUM, INC., a Condominium, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles, the Declaration of Condominium and the Bylaws; and it shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

1. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the condominium and to use the proceeds of assessments in the exercise of its powers and duties.
2. To maintain, repair, replace and operate the Condominium Property and Association Property.
3. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.
4. To reconstruct improvements after casualty and to make further improvements of the property.

5. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.
6. To approve or disapprove the transfer, mortgage, ownership and occupancy of Unit Spaces, as provided by the Declaration of Condominium and the Bylaws.
7. To enforce the provisions of the Declaration of Condominium, these Articles, and the Bylaws of the Association.
8. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.
10. To acquire and convey real and personal property in the name of the Association.
11. To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE 3

MEMBERSHIP:

1. The members of the Association shall consist of all record owners of a fee simple interest in one or more Units in the condominium, and as further provided in the Bylaws; after termination of the condominium the members shall consist of those who are members at the time of such termination.
2. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
3. The share of a member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenant to his Unit.

4. The owners of each Unit, collectively, shall be entitled to ONE (1) vote in Association matters set forth in the Declaration of Condominium and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE 4

TERM: The corporation shall commence business on filing with the Secretary of State and shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE 5

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE 6

AMENDMENTS:

1. Subject to the rights of the Developer as provided in the Bylaws and Declaration, these Articles of Incorporation may be amended by vote of a majority of the votes at any annual or special meeting, or by approval in writing of the owners of a majority of the votes without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed Amendment.
2. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Lee County, Florida.

ARTICLE 7

DIRECTORS AND OFFICERS:

1. The affairs of the Association will be administered by a Board of Directors consisting of three (3) Directors, initially, appointed by the Developer. Except for Directors appointed by the Developer, all Directors must be member of the Association.
2. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting

following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE 8

INCORPORATORS:

The name and address of the incorporator is:

Bernie Esposito
234 N. Del Prado Boulevard
Cape Coral, Florida 33909

ARTICLE 9

INITIAL DIRECTORS:

The initial Directors of the Association and their addresses shall be:

1. Bernie Esposito
234 N. Del Prado Boulevard
Cape Coral, Florida 33909
2. Victor Lee
234 N. Del Prado Boulevard
Cape Coral, Florida 33909
3. John Page
234 N. Del Prado Boulevard
Cape Coral, Florida 33909

ARTICLE 10

INITIAL REGISTER AGENT:

The initial registered address of the Association shall be at:

234 N. Del Prado Boulevard
Cape Coral, Florida 33909

The initial registered agent at said address shall be:

Bernie Esposito

ARTICLE 11

INDEMNIFICATION:

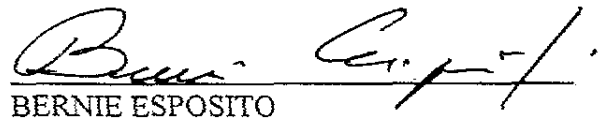
The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not apply to:

1. Gross negligence or willful misconduct in office by any Director or officer.
2. Any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in, not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

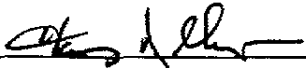
The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 13 day of September, 2006.


BERNIE ESPOSITO

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 13 day of September, 2006
by BERNIE ESPOSITO. He has personally known to me or has provided _____
_____ as identification.



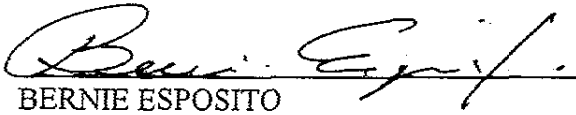
Notary Public
Printed Name: Harvey Rollins



Harvey Rollins
MY COMMISSION # DD162058 EXPIRES
December 8, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ANDALUSIA COMMERCIAL PLAZA CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


BERNIE ESPOSITO

Dated: 9/13/06

FILED

2006 NOV -6 PM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA