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06 NOV 13 AM 8:00

1/H

**ROBERT M. JOHNSON, P.L.**

**Attorney at Law**

ONE NORTH TUTTLE AVENUE  
SARASOTA, FLORIDA 34237  
TELEPHONE (941) 906-1480  
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November 8, 2006

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

In Re: SOCK ENTERPRISES, INC., A CONDOMINIUM

To Whom It May Concern:

We are enclosing Articles of Incorporation of SOCK ENTERPRISES, INC., A CONDOMINIUM and our check in the amount of \$78.75 representing the following:

- |                    |                |
|--------------------|----------------|
| • Filing Fees      | \$35.00        |
| • Registered Agent | \$35.00        |
| • Certified Copy   | <u>\$ 8.75</u> |
|                    | \$78.75        |

Please transmit the Certificate of Corporation and certified copy of the Articles to the undersigned at the above address.

Thank you.

Very truly yours,

ROBERT M. JOHNSON, P.L.

Bob Johnson

RMJ:jkh  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
SOCK ENTERPRISES, INC., A CONDOMINIUM**  
a Florida Corporation Not for Profit

06 NOV 13 AM 8:00

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned hereby organizes a corporation for the purposes and with the powers herein specified and to that end sets forth these Articles of Incorporation.

**I. NAME**

The name of the corporation shall be **SOCK ENTERPRISES, INC., A CONDOMINIUM**.

**II. REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the Registered Agent for this Association is:

Mr. Floyd Oney  
2497 15<sup>th</sup> Street  
Sarasota, Florida 34237

**III. PRINCIPAL OFFICE**

The mailing address and principal office of the Association shall be located at 2497 15<sup>th</sup> Street, Sarasota, Florida 34237, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

**IV. PURPOSE**

The purposes and objectives of the Association shall be to administer the operation and management of **SOCK ENTERPRISES, INC., A CONDOMINIUM** ("Condominium"), which will be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Act") upon that certain real property situated in Sarasota County, Florida, described on Exhibit "A" of the Declaration of Condominium for **SOCK ENTERPRISES, INC., A CONDOMINIUM A Condominium**, to be recorded in the public records of Sarasota County, Florida ("Declaration"), as such Declaration is amended from time to time, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association ("Bylaws") (which will be adopted pursuant hereto), and the Declaration, as and when the property described therein together with the improvements situated thereon are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the lands submitted to the condominium form of ownership, the improvements thereon, and such other property, real and personal, as may be or become part of the Condominium (collectively "Condominium Property") to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration. The Association shall be conducted as a non-profit organization for the benefit of its members.

Terms not otherwise defined in these Articles of Incorporation shall have the meaning set forth in the Declaration.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual member or any other person. The Association may, however, reimburse its members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law.

## **V. POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, which are not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, the powers and duties set forth in the Condominium Act, these Articles of Incorporation, the Declaration and the Bylaws, including, without limitation, the power, authority and right to:

1. Make, establish and amend reasonable rules and regulations governing use of the Units and Common Elements of the Condominium, as such terms will be defined in the Declaration;
2. Levy and collect Assessments against members of the Association to defray the Common Expenses of the Condominium, as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium in accomplishing the purposes set forth in the Declaration;
3. Enter into agreements with other persons, including, without limitation, easements, licenses, leases and other agreements with one or more condominium associations, which contemplate the sharing of expenses among the Association, other condominium associations, the Owners, the Developer or others, for facilities and services that serve the Association and the other condominium associations or owners;
4. Maintain, repair, replace, operate, lease and manage the Condominium Property, Common Elements, Limited Common Elements including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property, including capital improvements, repairs and replacements to Common Elements, Limited Common Elements;
5. Employ personnel to perform the services required for the proper operation of the Condominium;
6. Administer and enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium now existing or which may hereafter be established, including the right to levy fines, as provided in the Declaration, Bylaws and Act;

7. Purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners;

8. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration or the Act;

9. Grant permits, licenses and easements over the Common Elements for access, enjoyment, utilities and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium;

10. Access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or at any time to make reasonable repairs to prevent damage to such Common Elements or another Unit;

11. Pay all taxes and assessments which are liens against the Condominium, other than Units and appurtenances thereto and assess the same against the Members and their Units;

12. Prepare or cause to be prepared all financial reports required by the Act or rules and regulations issued in accordance with the Act;

13. Enter into agreements, acquire leaseholds, memberships and other possessory or use interests in lands or facilities including recreational facilities in clubs, regardless of whether such facilities are contiguous with the Condominium Property; provided that such facilities are for the benefit of Members;

14. Manage, operate, insure, construct, improve, repair, replace, alter and maintain the Common Elements (as defined in the Declaration);

15. Administer and enforce the covenants, conditions, restrictions, reservations and easements created by the Declaration;

16. Regulate and manage the Condominium;

17. Levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system(s).

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, the Bylaws and the Act, as of the date of incorporation. All powers of the Association shall be vested in the Board of Directors, except in such event that a power or approval right is vested in the members in accordance with the Act, the Articles, the Bylaws or the Declaration.

## **VI. MEMBERS**

The qualifications of members, manner of their admission to and termination of membership, and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association.

B. Membership shall be established by the acquisition of fee simple title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation

of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. 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 the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held and used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters upon which the membership is entitled to vote, as hereinafter provided, the memberships appurtenant to the Units shall have one vote for each Unit owned.

Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

## **VII. EXISTENCE AND DISSOLUTION**

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and thereafter shall have perpetual existence. The Association may be dissolved with the assent given in writing and signed by not less than seventy percent (70%) of the Members in accordance with the provisions of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed as provided in the Declaration.

## **VIII. MANAGEMENT**

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President, Secretary and Treasurer who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the direction of the Board of Directors.

## **IX. BOARD OF DIRECTORS**

There shall be not less than four (4) nor more than ten (10) Directors, as specified in the Bylaws.

## **X. OFFICERS**

The Board of Directors shall elect at the annual meeting of members each year, a President, Vice-President and Secretary/Treasurer. The officers shall be elected from the membership of the Board of Directors.

## **XI. FIRST BOARD OF DIRECTORS**

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are selected and have qualified, are as follows:

Floyd Oney	2497 15 <sup>th</sup> Street Sarasota, FL 34237
John Keller	2483 15 <sup>th</sup> Street Sarasota, FL 34237
Peter Sandt	2481 15 <sup>th</sup> Street Sarasota, FL 34237
Jasper G. Turner	2491 15 <sup>th</sup> Street Sarasota, FL 34237

## **XII. FIRST OFFICERS**

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

<u>Name and Title</u>	<u>Address</u>
Floyd Oney, President	2497 15 <sup>th</sup> Street Sarasota, FL 34237
John Keller, Vice-President	2483 15 <sup>th</sup> Street Sarasota, FL 34237
Jasper G. Turner, Secretary	2491 15 <sup>th</sup> Street Sarasota, FL 34237
Peter Sandt, Treasurer	2481 15 <sup>th</sup> Street Sarasota, FL 34237

## **XIII. BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of two-thirds (2/3) of the Unit Owners.

## **XIV. INDEMNIFICATION**

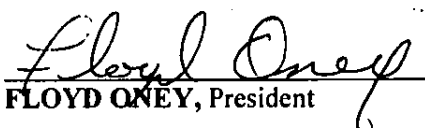
Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, 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 his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors 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 Director or officer may be entitled.

#### XV. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning one-third (1/3) of the Units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member fourteen (14) days written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting or by written approval, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than seventy percent (70%) of the Units of the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Sarasota County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 31<sup>ST</sup> day of October, 2006.

  
FLOYD ONEY, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 NOV 13 AM 8:00

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-stated Corporation, at the place designated in this certificate, pursuant to Chapter 48.091 and Chapter 617.203 of the Florida Statutes, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

By:   
FLOYD ONEY