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### Jamíe A. Ebling, P.A. 2411-A Manatee Avenue West Bradenton, FL 34205

Main Number: (941) 746-3007 Facsimile: (941) 746-3898

E-mail: jebling@eblinglaw.com

February 28, 2007

**US EXPRESS MAIL** 

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

RE:

Articles of Incorporation

White Chairs #1 Condominium Association, Inc.

Dear Sir/Madame:

Enclosed herewith please find an original and one copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$78.75 for the filing fee. Please file the articles and return a <u>certified copy</u> to me for my records.

Thank you for your cooperation in this matter.

Very truly yours, JAMIE A. EBLING, P.A.

Jamie A. Ebling

JAE: jr Enclosures O7 MAR -5 PH 12: 42
SECRETARY OF STATE
TALL AHASSEF FLORIDA

#### **ARTICLES OF INCORPORATION**

OF

# WHITE CHAIRS #1 CONDOMINIUM ASSOCIATION, INC.

The undersigned, being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, states as follows:

#### **ARTICLE I. NAME AND ADDRESS**

The name of this corporation shall be WHITE CHAIRS #1 CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter referred to as the Association. The street address of the initial principal office of the Association, which is also the mailing address of the Association, is

## 7204 Maring Dr. Holmes Beach, FL 34217.

#### ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617 of the <u>Florida Statutes</u>, and is a condominium association, as referred to and authorized by Section 718.111 of the <u>Florida Statutes</u>. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium located in Holmes Beach, Manatee County, Florida, known as WHITE CHAIRS #1, A CONDOMINIUM, hereinafter referred to as the Condominium. The Declaration of Condominium, and any amendments thereto, whereby the Condominium has been or will be created is hereinafter referred to as the Declaration. The developer of the Condominium is FAITH AUSTIN, LLC, hereinafter referred to as Developer.

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

#### **ARTICLE III. POWERS AND DUTIES**

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration and Chapter 718 of the Florida Statutes, hereinafter referred to as the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association, or the Declaration.

#### ARTICLE IV. LIMITATIONS OF ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

#### ARTICLE V. TERM OF EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

#### **ARTICLE VI. MEMBERS**

Every record owner of legal title to a unit in the Condominium shall become a member of the Association; provided, however, in the event of termination of the Condominium, members shall be those persons or other legal entities who are members at the time of such termination, their successors and assigns. Each member shall promptly deliver to the Association a copy of the duly recorded instrument establishing an ownership interest in a unit in the Condominium and shall obtain a written acknowledgment of said delivery signed by an officer of the Association. Membership in the Association shall be terminated automatically when the ownership interest supporting said membership vests

in another person or entity.

Prior to the recording of the Declaration in the Public Records of Manatee County,

Florida, the incorporator shall constitute the sole member of the Association.

#### **ARTICLE VII. BOARD OF DIRECTORS**

<u>Section 1.</u> The business affairs of the Association shall be managed by the Board of Directors.

<u>Section 2.</u> This Association shall have two (2) directors. The names and addresses of the initial directors who shall serve until the first election by the members are as follows:

NAME ADDRESS

Brian Derr 7204 Montha Dr., Holmes Beach, Fl 34217

Vera Derr 7204 Marine Dr., Holmes Beach, Fl 34217

Section 3. The first election of directors shall not be held until unit owners other than Developer are entitled to elect at least one (1) director pursuant to the provisions of the Condominium Act. Any vacancies in the Board occurring before the first election shall be filled by Developer.

<u>Section 4.</u> Subsequent to the first election of directors, directors entitled to be elected by unit owners other than Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until Developer transfers control of the Association to the other unit owners, Developer shall be entitled to appoint and remove all directors excepting those entitled to be elected by the non-developer unit owners.

#### SECTION VIII. OFFICERS

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

<u>Section 2.</u> The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board of Directors are:

OFFICE	<u>NAME</u>
President	Brian Derr
Secretary	Brian Derr
Treasurer	Brian Derr

<u>Section 3.</u> The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his or her successor is chosen and qualified, or until his or her earlier resignation, removal from office or death.

<u>Section 4.</u> The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the <u>Florida Statutes.</u>

#### **ARTICLE IX. AMENDMENTS**

These Articles of Incorporation may be amended as set forth in the <u>Florida</u>

<u>Statutes</u>, as amended from time to time.

#### ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 2411-A Manatee Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of this Association located at that address is Jamie Ebling, Esq.

#### ARTICLE XI. INCORPORATOR

The name and address of the incorporator is Brian Derr, 7204 Marina Dr.,

Mmes Beach, FL 34217

WHEREFORE, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the <u>Florida Statutes</u>, the undersigned, constituting the sole incorporator hereof, has executed these Articles of Incorporation this  $12^{+6}$  day of <u>February</u> 200 7.

IN WITNESS WHEREOF, we, the under Incorporation, have hereunto set our hands and 200_7.	ersigned subscribers to these Articles of seals this/2 the day of _February,
Faith Austin, LLC  Brian Derr, Manager	
bilait bell, Mailagei	
STATE OF FLORIDA TULINOF COUNTY OF MANATEE KANE	
The foregoing instrument was acknown to me or produced	owledged before me this <u>/</u> A day of as Manager of Faith Austin, LLC, who is ムしいがた as identification
"OFFICIAL SEAL" Susan M. Barrett Notary Public, State of Illinois My Commission Expires Oct. 22, 2008	Sun. Baus * Susan M. Banks
(NOTARIAL SEAL)	*(Print Name of Notary Public) Notary Public - State of Florida  My Commission Expires 1012a104  Commission Number 350194

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First – That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at City of Bradenton, County of Manatee, State of Florida, the corporation named in the said articles has named Jamie A. Ebling, Esq., located at 2411-A Manatee Avenue West, Bradenton, Florida 34205, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Registered Agent Signature

Print Name

Dated this 12th day of February, 2007

SECRETARY OF STATE TALLAHASSEE, FLURIDA