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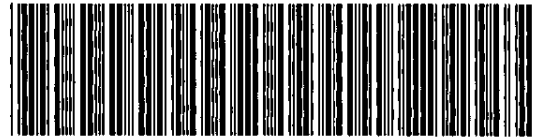
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Hallin Commercial Center Property
Owners Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HALLIN COMMERCIAL CENTER PROPERTY
OWNERS ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Peter J. Gravina, 1833 Hendry Street, Fort Myers, Florida 33901, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Hallin Commercial Center Property Owners Association, Inc., and its address is 5410 26th Street West, Bradenton, FL 34207.

ARTICLE II

DEFINITIONS: The definitions set forth in Article I of the Declaration of Covenants, Conditions and Restrictions ("Declaration") recorded at OR Book 2871, Page 909, et. seq. in the Public Records of Lee County, Florida shall apply to the terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized as to provide an entity pursuant to Chapter 617 of the Florida Statutes for the operation of Hallin Commercial Property Owners Association, Inc., located in Lee County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer. 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 except as specifically limited or modified by these Articles and the Declaration including without limitation the following powers and duties:

- (A) To levy and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;
- (B) To protect, maintain, repair, replace and operate the common area and property of the Association;
- (C) To purchase insurance for the protection of the Association and its members;

- (D) To reconstruct improvements after casualty, and further improve the property;
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common area and the operation of the Association;
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, to the extent provided for in the Declaration;
- (G) To enforce the provisions of the Declaration, these Articles, the Bylaws and any Rules and Regulations of the Association;
- (H) To contract for the management and maintenance of the Common area, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Association;
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform services on behalf of the Association;
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide use or benefit to the Parcel Owners (Parcel is defined in Section 4, Article I of the Declaration); and
- (K) To borrow money if necessary to perform its other functions hereunder.

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, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP:

- (A) The members of the Association are all owners of record legal title to one or more Parcels, as further provided in the Bylaws;
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the respective Parcel; and

- (C) The owners of each Parcel, collectively, shall be entitled to vote on Association matters, as further set forth in the Declaration and the Bylaws. The number of votes appurtenant to a Parcel is defined in Article II of the Declaration. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of three (3) Directors;
- (B) Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board of Directors filled, in the manner provided in the Bylaws; and
- (C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors, and they shall serve at the pleasure of the Board.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles may be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Directors, or by written petition to the Board signed by the owners of at least one-fourth (1/4) of the Parcels;
- (B) Procedure. If any amendment to these Articles is so proposed, the proposed amendment shall be submitted to a vote of the members

not later than the next annual meeting for which proper notice can be given;

- (C) **Vote Required.** Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the total voting interests at any annual or special meeting called for the purpose, or if it is approved in writing by a two thirds majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment; and
- (D) **Effective Date.** An amendment which is duly adopted shall become effective upon filing with the Secretary of State, and subsequently recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

President/Director: Eric Hallin
Vice President/Director: Calvin Gaeta
Secretary/Treasurer/Director: Phyllis Hallin

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be:

1833 Hendry Street
Fort Myers, Florida 33901

The initial registered agent at said address shall be:

Peter J. Gravina, Esq.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless 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 made a party because of his being, or having been, a Director or Officer of the Association. The foregoing right to indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor;
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful;
- (C) A transaction from which the Director or Officer derived an improper personal benefit;
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member; and
- (E) Wrongful conduct by Directors or Officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or Officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed on this 8th day of March, 2007.


Peter J. Gravina, Esq.


STATE OF FLORIDA
COUNTY OF LEE

§
§

The foregoing instrument was acknowledged before me on this 8th day of march, 2007, by Peter J. Gravina. He is personally known to me or did produce _____ as identification.



Jennifer L. Denby
My Commission DD366216
Expires November 02, 2008



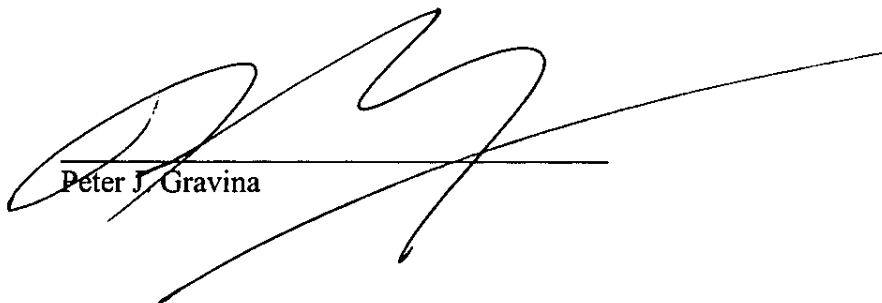
Notary Public Signature
Jennifer L. Denby

Printed Name of Notary

Notarial Seal

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Hallin Commercial Center Property Owners 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.



Peter J. Gravina