

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
MEDETERRA TOWNHOMES CONDOMINIUM ASSOCIATION, INC

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**ARTICLES OF INCORPORATION
OF
MEDETERRA TOWNHOMES CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Emiliano E. Antunez, as sole incorporator, for the purposes set forth below.

**ARTICLE I
NAME AND PRINCIPAL ADDRESS**

The name of this corporation shall be MEDETERRA TOWNHOMES CONDOMINIUM ASSOCIATION, INC. (hereinafter called the "Association"), and its principal place of business shall be 782 NW 42nd Avenue, Suite 441, Miami, Florida 33126.

**ARTICLE II
PURPOSE AND POWERS**

The purpose for which this Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes and the Florida Condominium Act for the operation of Medeterra Townhomes, a Condominium located in Lee County, Florida, and for the maintenance of the surface water management system facilities of the South Florida Water Management District.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit 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 except as limited or modified by these Articles, the Bylaws, the Declaration of Condominium, or Chapter 617, Florida Statutes, as it may hereafter be amended, including, but not limited to the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of the assessments in the exercise of its powers and duties.
- B. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, grant easements or otherwise dispose of real and personal property in connection with the affairs of the Association.
- C. To protect, maintain, repair, replace and operate the Association property, specifically including, but not limited to, the surface water management system facilities, as permitted by the South Florida Water Management District, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

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- D. To purchase insurance upon Association property for the protection of the Association and its members.
- E. To repair and reconstruct improvements after casualty and to make further improvements of the condominium property.
- F. To make, amend and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Declaration of Condominium.
- G. To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- H. To contract for the management and maintenance of the Association property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional consultants to perform the services required for proper operation of the Association.
- J. To borrow money and take any and all other action as may be necessary to carry out the purposes for which the Association was organized.
- K. To sue and be sued.
- L. To contract for services to provide for operation and maintenance of the surface water management system facilities, if the Association contemplates employing a maintenance company.

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 III. MEMBERSHIP

- A. The members of the Association shall be all record owners of a fee simple interest in one or more units in the Condominium, 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 unit owned by the member.
- C. The members shall be entitled to the number of votes in Association matters as set forth in the Bylaws.

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**ARTICLE V.
TERM OF EXISTENCE**

This Association shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE VI.
BYLAWS**

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

**ARTICLE VII.
BOARD OF DIRECTORS**

The business and the affairs of this Association shall be managed by a Board of Directors. Except for the Directors appointed by the Developer (as defined in the Declaration of Condominium), the Directors of the Association shall be elected by the members in the manner provided for in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than three (3). The initial Directors of the Association are as follows:

<u>Name</u>	<u>Address</u>
EMILIANO E. ANTUNEZ	782 NW 42 nd Avenue, Suite 441 Miami, Florida 33126
EDDY GARCIA	782 NW 42 nd Avenue, Suite 441 Miami, Florida 33126
EMILIANO J. ANTUNEZ	782 NW 42 nd Avenue, Suite 441 Miami, Florida 33126

**ARTICLE VIII.
OFFICERS**

The officers of the Association shall consist of a president, a vice president, a secretary, and a treasurer. The officers shall be elected by the Board of Directors in the manner set forth and serve as provided for, in the Bylaws. Any individual may hold more than one (1) office.

**ARTICLE IX.
INITIAL REGISTERED AGENT**

The initial registered office of the Association shall be 782 NW 42nd Avenue, Suite 441, Miami, Florida 33126. The initial registered agent at said address shall be Emiliano E. Antunez.

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**ARTICLE X.
AMENDMENTS**

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

- A. **Proposal.** Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition in writing, signed by the members representing at least twenty-five percent (25%) of the voting interests of the entire membership.
- B. **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or members, such proposed amendment or amendments 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 Florida law, these Articles of Incorporation may be amended by a vote of the majority of the voting interests present at any annual or special meeting of the members 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 fair statement of the proposed amendment. Notwithstanding any provisions herein to the contrary, the Developer shall have the power and authority to unilaterally amend these Articles at any time prior to turnover of Association control without the joinder and consent of any owner or mortgages.
- D. **Limitation.** No amendment shall be made that is in conflict with the Declaration of Condominium, nor shall any amendment abridge, alter or amend the rights of the Developer without its consent. Further, any amendment of these Articles that would affect the water management system facilities, including all intakes, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and associated buffer areas, and wetland mitigation areas must be approved by the South Florida Water Management District.
- E. **Effective Date.** An amendment shall become effective upon its filing with the Florida Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

**ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

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 them in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication

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establishes that their 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 their action was unlawful or had reasonable cause to believe their action was lawful.
- C. A transaction for which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of 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.

ARTICLE XII **DISSOLUTION**

In the event of dissolution of the Association, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a not-for-profit corporation similar to the Association.

ARTICLE XIII **INCORPORATOR**

The name and the address of the person signing these Articles of Incorporation are as follows:

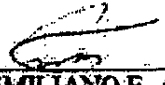
Name

Address

EMILIANO E. ANTUNEZ

782 NW 42nd Avenue, Suite 441
Miami, Florida 33126

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 19 day of April, 2007.

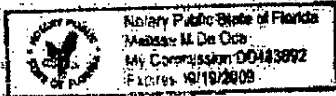

EMILIANO E. ANTUNEZ, Incorporator

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STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of April, 2007, by Emiliano E. Antunez, as the Incorporator of Medeterra Townhomes Condominium Association, Inc., who is ☒ personally known to me or ☐ who has produced _____ as identification.



My Commission Expires:

Melissa M. De Oca
Notary Public Signature

Melissa M. De Oca
Name (Printed/typed)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Emiliano E. Antunez
EMILIANO E. ANTUNEZ, Registered Agent

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MEDETERRA TOWNHOMES CONDO ASSOCIATION INC.

**782 NW 42nd Avenue, Suite 441
Miami, Florida 33126**

April 19, 2007

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: Articles of Dissolution and Articles of Incorporation

Dear Sir or Madam:

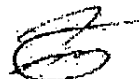
Please accept for filing with the Florida Department of State the Articles of Incorporation of **Medeterra Townhomes Condominium Association, Inc.**, a Florida not-for-profit corporation.

Immediately preceding the filing of the Articles of Incorporation of **Medeterra Townhomes Condominium Association, Inc.**, Articles of Dissolution of **Medeterra Townhomes Condo Association Inc.**, a Florida for profit corporation (Document Number P07000016259), are being filed with the Florida Department of State. This entity has not conducted any business and was incorrectly formed under Florida Statutes Chapter 607. This entity should have been formed under Florida Statutes Chapter 617. Therefore, **Medeterra Townhomes Condominium Association, Inc.** has the permission of **Medeterra Townhomes Condo Association Inc.**, to assume its name.

The incorporator, one of the initial directors, and the registered agent for **Medeterra Townhomes Condominium Association, Inc.** are the same as **Medeterra Townhomes Condo Association Inc.**

Sincerely,

**Medeterra Townhomes Condo
Association Inc.**



**Emiliano Antunez
Incorporator and Director**

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