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**celebration office condominium association, inc.**

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**ARTICLES OF INCORPORATION  
FOR  
CELEBRATION OFFICE CONDOMINIUM ASSOCIATION, INC.**

In accordance with Section 617 of the Florida Statutes, the Board of Directors of Celebration Office Condominium Association Condominium Association, Inc., a Florida not-for-profit corporation (the "Corporation") hereby files the Articles of Incorporation of the Corporation as follows:

The undersigned, acting as Incorporator (s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I. - NAME AND DEFINITIONS**

The name of the corporation shall be Celebration Office Condominium Association, Inc. (the "Association"). The capitalized terms herein shall have the same meaning as the defined terms in the Declaration of Restrictions and Protective Covenants for Celebration Office Condominium, unless otherwise defined herein.

**ARTICLE II.  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the corporation shall be: 215 Celebration Place, Suite 500, Celebration, Florida 34747.

**ARTICLE III. - PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and business, as well as social welfare of the Owners of Units within project referred to as Celebration Office Condominium in the Declaration of Restrictions and Protective Covenants for Celebration Office Condominium (the "Declaration") executed contemporaneously herewith by Andy La Rosa, Deana Melissinos, and Joseph La Rosa, Managers, a Florida corporation, to be recorded in the Public Records of Osceola County, Florida.
2. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefiting the Property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, the building and improvements of any type, including walls, fences, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.
4. To operate without profit for the benefit of its Members.
5. To perform those functions reserved by the Association in the Declaration.

**ARTICLE IV. - GENERAL POWERS**

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

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2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Units and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.
5. To contract with third party such management, maintenance, repair, replacement or otherwise as the Association shall determine to be appropriate.
6. To pay taxes and other charges, if any, on or against the Common Area.
7. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

**ARTICLE V. -**  
**MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

**ARTICLE VI. - MEMBERS**

The Members shall consist of the Owners of Units in the Properties. There shall be two classes of Members as set forth in the Declaration.

**ARTICLE VII. - DIRECTORS**

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

Name	Address
Andrew La Rosa	801 Oak Shadows Road Celebration, Florida 34747
Deana Melissinos	1238 Aquila Loop Celebration, Florida 34747
Joseph La Rosa	1021 Banks Rose Street Celebration, Florida 34747

As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other

electd Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

#### **ARTICLE VIII. - OFFICERS**

The Officers of the Association shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who is to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

Director/President	Andrew La Rosa
Director/Secretary	Deana Melissinos
Director/Treasurer	Joseph La Rosa

#### **ARTICLE IX. - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the Corporation's initial registered agent and office is: Brito & Young, PLC, 2199 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134.

#### **ARTICLE X. - INCORPORATOR**

The name and street address of the Incorporator for these Articles of Incorporation is: Andrew La Rosa, 801 Oak Shadows Road, Celebration, Florida 34747.

#### **ARTICLE XI. - CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE XII. - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles.

#### **ARTICLE XIII. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

Amendment of these Articles requires the approval of at least two-thirds of the membership votes. No amendment affecting the Developer or its successor or assign of Developer of the Property shall be effective without the prior written consent of said Director or its successors or assigns, as Developer.

#### **ARTICLE XIV. - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### **ARTICLE XV. -** **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

1. With the exception of Directors and Officers appointed by the Developer, any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be disclosed, and further shall be this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

### ARTICLE XVI. - DISSOLUTION

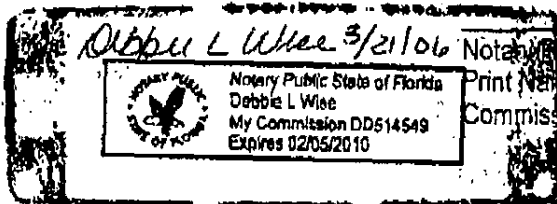
The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617 of the Florida Statutes, and approved by two thirds (2/3) of the voting rights of the Members of the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of MARCH, 2006.

Andrew La Rosa  
Andrew La Rosa

STATE OF FLORIDA  
COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of MARCH, 2006, by Andrew La Rosa who is personally known to me or who have produced FLORIDA DRIVER'S LICENSE respectively as identification. LG20-000-47-444-0



Notary Public, State of Florida

Print Name:

Commission Expires:

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Celebration Office Condominium Association, Inc., this 13<sup>th</sup> day of MARCH, 2006.

Brito LAW Group, PLLC

By: [Signature]

Name: Leonardo F. Brito, Esq.

Title: Managing Member

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