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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BEACHWALKER'S VILLAS CONDOMINIUM ASSOCIATION, INC.**

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## KIRK PINKERTON

A PROFESSIONAL ASSOCIATION  
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### FAX COVER SHEET

DATE: February 26, 2008

ATTN: Ms. Claretha Golden / State of Florida, Division of Corporations  
Fax: (850) 245-6804 / Telephone No.: (850) 245-6052

FROM: Jessica Souders, Corporate Paralegal, on behalf of Sue Jacobson, Esq.  
Direct Tel No. (941) 364-2495 or (941) 364-2481 / Fax No. (941) 364-2491

TOTAL NUMBER OF PAGES (Including this page): 2

RE: Rejected Filing / Document No. W08000009007  
Beachwalkers' Villas Condominium Association, Inc.

MSG: As we discussed, this filing was rejected on the basis of it missing the method of election of directors. I have enclosed the Articles of Incorporation for your review and ask that you review Article IX in this regard. F.S. §617.0202(d) states in lieu of the method being described in the Articles that the Articles may state that the method of election be stated in the bylaws. We have filed these Articles many times previously and have not had this issue come up, so we respectfully request you review Article IX and reconsider approval of this filing.

Please call me at (941) 364-2495, when you have had to opportunity to review the Articles provided. Thank you for your help.

\*\*\*\*\*

IF YOU HAVE PROBLEMS RECEIVING THIS MESSAGE,  
PLEASE CALL: Jessica AT (941) 364-2495

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## ARTICLES OF INCORPORATION

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OF

## BEACHWALKER'S VILLAS CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be BEACHWALKER'S VILLAS CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association, whose street address is 3603 4<sup>th</sup> Ave., Holmes Beach, FL 34217 and whose mailing address is 12414 Pebble Point Pass, Carmel, IN 46033.

ARTICLE II.GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Land Condominium known as BEACHWALKER'S VILLAS ("BEACHWALKER'S"), located in the County of Manatee, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III.GENERAL POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and the Declaration of Condominium of BEACHWALKER'S VILLAS, a Land Condominium. The Association may contract for the management and maintenance of the Condominium Property and authorize a management agent to assist the Association in

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carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

#### ARTICLE IV. MEMBERS

All persons owning a vested present interest in the fee title to any of the Condominium Units of BEACHWALKER'S VILLAS, a Land Condominium as evidenced by a duly recorded proper instrument in the Public Records of Manatee County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective Units to the Trustee as provided in the Declaration of Condominium. If a Unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the conveyance of a Condominium Unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

#### ARTICLE V. VOTING RIGHTS

Each Condominium Unit shall be entitled to one vote at Association meetings. In the event of a joint ownership of a Condominium Unit, the vote to which that Unit is entitled shall be apportioned among the Unit Owners as their interest may appear, or may be exercised by one of such joint Unit Owners by the remainder of the joint Unit Owners filing a Voting certificate with the Secretary of the Association.

#### ARTICLE VI. INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

#### ARTICLE VII. EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VIII.**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be at Kirk- Pinkerton, P.A., 50 Central Ave. Suite 700, Sarasota, FL 34236, and the registered agent at such address shall be David M. Silberstein.

**ARTICLE IX.**  
**NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of four (4) persons, as shall be designated by the bylaws.

**ARTICLE X.**  
**FIRST BOARD OF DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors and Officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

	<u>Name</u>	<u>Office</u>	<u>Address</u>
1.	Alvin Givens	Director, President, & Treasurer	12414 Pebble Pointe Pass, Carmel, IN 46033
2.	Nadine Givens	Director	12414 Pebble Pointe Pass Carmel, IN 46033
3.	Keith Fernandez	Director, Vice President & Secretary	12514 Old Oaks Dr. Houston, TX 77024
4.	Nancy Zefo	Director	12514 Old Oaks Dr. Houston, TX 77024

**ARTICLE XI.**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. **Indemnity.** The Association shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent

jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in the is Article XI.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE XII.**  
**BYLAWS**

The first bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

**ARTICLE XIII.**  
**SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Alvin Givens	12414 Pebble Pointe Pass, Carmel, IN 46033

**ARTICLE XIV.**  
**AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

**ARTICLE XV.**  
**THE FLORIDA CONDOMINIUM ACT**

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Condominium Act, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein. As used in this Article XVI, the "Florida Condominium Act" shall mean the provisions of Chapter 718, Florida Statutes, in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

IN WITNESS WHEREOF, I, the undersigned subscriber to these Articles of Incorporation, has hereunto set my hand and seal this 12 day of February, 2008.

By: Alvin Givens  
Alvin Givens

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned on behalf of Kirk • Pinkerton, P.A. is familiar with the duties and obligations of a registered agent and hereby accepted the designation as registered agent of the foregoing corporation.



David M. Silberstein, For the Firm

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