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DIVISION OF CORPORATIONS
08 MAR 11 AM 11:00**FLORIDA PROFIT/NON PROFIT CORPORATION****The Residence Club at Fisherman's Cove Condominium**

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Law Offices

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Fort Lauderdale, FL 33316-1840

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Richard G. Coker, Jr., P.A.

Rod A. Feiner

FACSIMILE TRANSMISSION

DATE: March 11, 2008

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FAX NO.: 850-245-6804

FROM: Carolyn S. Gill

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COMMENTS: Claretha, thank you for your help with this filing. The signature on the Articles is the signature of William F. Thies, Jr., the Incorporator. Please return the confirmation of this filing to me. Thanks.

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DIVISION OF CORPORATIONS
08 MAR 11 AM 11:00

ARTICLES OF INCORPORATION**OF****THE RESIDENCE CLUB AT FISHERMAN'S COVE
CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby establishes the following for the purpose of becoming a non-profit corporation 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 1**Name**

The name of the corporation shall be: THE RESIDENCE CLUB AT FISHERMAN'S COVE CONDOMINIUM ASSOCIATION, INC., which corporation shall hereinafter be referred to as the "Association."

ARTICLE 2**Purpose**

The purpose for which the Association is organized is to act as the governing association of The Residence Club at Fisherman's Cove Condominium (the "Condominium") created by that certain Declaration of Condominium of The Residence Club at Fisherman's Cove Condominium which shall be recorded in the Public Records of Monroe County, Florida (the "Declaration") and for any other lawful purpose. Capitalized terms used in these Articles have the same meaning as defined in the Declaration, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE 3**Powers**

The Association shall have the following powers:

3.1. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida which are not in conflict with the terms of these Articles.

3.2. The Association shall have all of the powers and duties set forth in the Condominium Act and Chapter 721, Florida Statutes, except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including but not limited to the following:

H08000054821 3

- (a) To make, establish and enforce reasonable rules and regulations governing the use of Units, Club Residences, Common Elements and Condominium Property as said terms may be defined in the Declaration.
- (b) To make and collect Assessments against the members of the Association to defray the costs, expenses and losses of the Condominium, the Club and the Association.
- (c) To use the proceeds of Assessments in the exercise of its powers and duties.
- (d) To undertake the maintenance, repair, replacement and operation of the Condominium, Condominium Property and property leased by the Association for the benefit of its members.
- (e) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members.
- (f) To reconstruct the Condominium and Club improvements after casualty and construct further improvements of the Condominium Property.
- (g) To make reasonable rules and regulations respecting the use of the Condominium Property and the Club.
- (h) To enforce by legal means the provisions of the Condominium Act, Chapter 721, the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Condominium Property and the Club.
- (i) To contract for the management of the Condominium, and to delegate all management powers and duties to a qualified person, firm or corporation, except such as are specifically required by the Declaration to have approval of the Board of Directors or of the membership of the Association.
- (j) To contract for the management and operation of portions of the Common Elements susceptible to separate management and operation, and to lease the same.
- (k) To employ personnel necessary to perform the services required for the proper operation of the Condominium, the Club and the Association.
- (l) To enter into, as lessee, leases for property to be used as recreational facilities and to make and collect Assessments against members to defray the cost of taxes, maintenance, repair, rental and operation of the land and improvements thereon.
- (m) To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by

H08000054821 3

H08000054821 3

fee or otherwise, whether or not contiguous to the land of the Condominium, all to be for the use or benefit of the members of the Association.

3.3. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

3.4. The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.

3.5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE 4

Members

4.1. The members of the Association shall consist of all of the record Owners of the Units and Club Interests in the Condominium.

4.2. Transfer of membership in the Association shall be established by the recording in the Public Records of Monroe County, Florida, of a deed establishing a record title to a Unit or a Club Interest in the Condominium, as applicable, and the delivery to the Association of a true copy of such recorded instrument; and the Owner or Owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior Owner or Owners shall thereby be simultaneously terminated.

4.3. The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to such Owner's Unit or Club Interest.

4.4. The Owners of record of the Units and Club Interests shall be members of the Association and shall be entitled to the number of votes as set forth in the Declaration

ARTICLE 5

Directors

5.1. The affairs of the Association shall be managed by a Board consisting of the number of directors (the "Directors") as shall be determined by the By-Laws, but such number shall not be less than three (3).

5.2. The Directors of the Association shall be elected at the annual meeting of the Owners in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3. Developer shall initially appoint the Directors and then thereafter, shall have the right to appoint and replace all Directors and Officers; provided, however, in accordance with Subsection 718.301 of the Condominium Act, at such time as fifteen percent (15%) or more of

H08000054821 3

H08000054821 3

the Units or Club Interests that will be ultimately operated by the Association have been conveyed to purchasers other than the Developer, the Owners shall be entitled to elect one third (1/3) of the Board. Thereafter, the Owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board upon the occurrence of any of the following events: (a) three years after fifty percent (50%) of the Units or Club Interests that will ultimately be operated by the Association have been conveyed to purchasers; (b) three months after sales have been closed by the Developer of ninety percent (90%) of the Units or Club Interests that will be ultimately operated by the Association; (c) when all of the Units or Club Interests that will be ultimately operated by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; (d) when some of the Units or Club Interests have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or (e) seven (7) years after recordation of the Declaration. Provided, however, that the Developer shall be entitled to appoint not less than one member of the Board so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units or Club Interests subject to the control of the Association.

5.4. The names and addresses of the Directors of the first Board who shall hold office until their respective successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Benedict J. Fillichio	104000 Overseas Highway Key Largo, FL 33037
William Thies, Jr.	104000 Overseas Highway Key Largo, FL 33037
Robert Goodyear	104000 Overseas Highway Key Largo, FL 33037

ARTICLE 6 Officers

The affairs of the Association shall be administered initially by the officers named in these Articles (the "Officers"). After the Developer has relinquished control of the Board, the Officers shall be elected by the Board at its first meeting following the annual meeting of the Owners, and such Officers shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

<u>Name and Address</u>	<u>Office</u>
Benedict J. Fillichio 104000 Overseas Highway Key Largo, FL 33037	President

H08000054821 3

H08000054821 3

William Thies, Jr.
104000 Overseas Highway
Key Largo, FL 33037

Vice President

Robert Goodyear
104000 Overseas Highway
Key Largo, FL 33037

Secretary/Treasurer

ARTICLE 7 **Indemnification**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 8 **By-Laws**

The By-Laws shall be adopted by the Board named herein, and the same may be altered, amended or rescinded, if at all, in the manner therein provided and as permitted by law.

ARTICLE 9 **Amendments**

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

9.1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution approving a proposed amendment may be proposed by at least twenty-five percent (25%) of the total votes of the Association or at least one (1) of the Directors. Directors and members not present in person or by proxy at the meetings considering the amendment may express their respective approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote of at least two-thirds (2/3) of the Voting Representatives of all Units and Club Interests in the Condominium.

9.3. No amendment shall make any changes in the qualifications for membership or in voting rights of members without approval in writing by all members.

H08000054821 3

Notwithstanding the foregoing provisions of this Article IX, no amendment which affects the rights and privileges provided to Developer by the Condominium Act, Chapter 721, or the Declaration shall be effective without the written consent of the Developer.

ARTICLE 10

Term

This Association shall have perpetual existence.

ARTICLE 11

Incorporator

The name and post office address of the incorporator of these Articles of Incorporation is:

Name

Address

William F. Thies, Jr.

104000 Overseas Highway
Key Largo, FL 33037

ARTICLE 12

Registered Agent

The initial registered agent of the Association shall be Richard G. Coker, Jr., Esquire, 1404 S. Andrews Ave., Ft. Lauderdale, FL 33316-1840.

ARTICLE 13

Principal Office


The principal place of business and mailing address of the Association shall be 104000 Overseas Highway, Key Largo, FL 33037.

H08000054821 3

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and acknowledgment to the foregoing Articles of Incorporation this 25 day of February, 2008, which Articles shall be filed in the Office of the Secretary of State.

Signed, sealed and delivered in the presence of:


Witness Signature


WILLIAM F. THIES, JR.,
Incorporator


Print Name


Witness Signature


Print Name

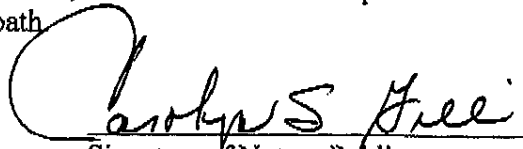
STATE OF FLORIDA

:
: SS.

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25 day of February, 2008, by WILLIAM F. THIES, JR. on behalf of the corporation. He is personally known to me and did not take an oath.




Signature of Notary Public
(Print, type or stamp name of Notary Public and Commission No.)

H08000054821 3

H08000054821 3

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or
Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served
and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

THE RESIDENCE CLUB AT FISHERMAN'S COVE CONDOMINIUM
ASSOCIATION, INC., a corporation organized (or organizing) under the laws of the State of
Florida, with its principal office at 104000 Overseas Highway, Key Largo, County of Monroe,
State of Florida, has named RICHARD G. COKER, JR., located at 1404 S. Andrews Avenue, Ft.
Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within
this state.

OFFICERS:NAME/TITLESPECIFIC ADDRESS

Benedict J. Fillichio
President/Director

104000 Overseas Highway
Key Largo, FL 33037

William Thies, Jr.
Vice President/Director

104000 Overseas Highway
Key Largo, FL 33037

Robert Goodyear
Secretary/Treasurer/Director

104000 Overseas Highway
Key Largo, FL 33037

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DIVISION OF CORPORATIONS
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By: 

William F. Thies, Jr.
(Corporate Director)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep office open during the
prescribed hours and to post my name (and any other officers of said corporation authorized to
accept service of process at the above Florida designated address) in some conspicuous place in
office as required by law.

By: 

Richard G. Coker, Jr.
(Resident Agent)

H08000054821 3