

10800003108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

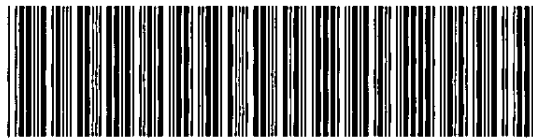
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900121504719

03/31/08--01003--013 \*\*78.75

RECEIVED  
03 MAR 28 PM 2:43  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2008 MAR 28 A 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

58-10-0  
2008

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Villa Paloma Condominium  
Association, Inc.

Signature \_\_\_\_\_

Requested by: wr

Name \_\_\_\_\_

Date 3/28

Time 1:30

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

**FILED**  
2008 MAR 28 A 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VILLA PALMA CONDOMINIUM ASSOCIATION, INC.**

I, the undersigned incorporator, hereby create this Association 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 OF CORPORATION**

The name of this corporation shall be VILLA PALMA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. The street address of the principal office of the Association is 1800 Second Street, Suite 104, Sarasota, Florida 34236. The mailing address is the same.

**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 condominium known as VILLA PALMA, A CONDOMINIUM, located in Sarasota County, 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  
POWERS**

The Association shall have all of the condominium law and statutory powers of an Association not for profit and all of the powers and duties set forth in said Condominium Act, the Declaration of Condominium of VILLA PALMA, A CONDOMINIUM, as amended from time to time, and the Bylaws of the Association provided said powers and duties are not inconsistent with the Condominium Act.

**ARTICLE IV**  
**VOTING INTERESTS**

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one unit or that units may be joined together and occupied by one Owner. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be executed in the manner provided for in the Bylaws.

**ARTICLE V**  
**INCOME DISTRIBUTION**

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

**ARTICLE VI**  
**EXISTENCE**

This Association shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be 1800 Second Street, Suite 104, Sarasota, Florida 34236 and the registered agent at such address shall be Matthew A. Kluding.

**ARTICLE VIII**  
**NUMBER OF DIRECTORS**

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three nor more than five persons, as shall be designated by the Bylaws.

**ARTICLE IX**  
**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, as stated by the Bylaws, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
James Powell	President	120 W. Second Street Dayton, OH 45402
Matthew A. Kluding	Secretary/Treasurer	1800 Second Street, #104 Sarasota, FL 34236
William F. Kramer	Vice President	1800 Second Street, #104 Sarasota, FL 34236

## **ARTICLE X**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

## **ARTICLE XI**

### **RIGHTS OF DEVELOPER**

**VILLA PALMA OF SARASOTA, INC., a Florida corporation**, which is the Developer of Villa Palma, a Condominium, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) until the following shall occur:

- A. When fifteen percent (15%) or more of the Units that will be operated ultimately by the Association are conveyed to Unit Owners other than Developer, such Unit Owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors.
- B. Unit Owners other than the Developer will be allowed to elect a majority of the members of the Board and control the Association at whichever of the following times shall first occur:

1. Three (3) years after the Developer has sold fifty (50%) percent of the Units that will be ultimately operated by the Association;
  2. Three (3) months after the Developer has sold ninety (90%) percent of the Units that will be ultimately operated by the Association;
  3. When all of the Units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business;
  4. When the Developer has sold some of the Units and none of the other Units are held by the Developer for sale in the ordinary course of business.
  5. Seven years after recordation of the Declaration of Condominium.
- C. Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the Units in VILLA PALMA, A CONDOMINIUM.

## **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** **INCORPORATOR**

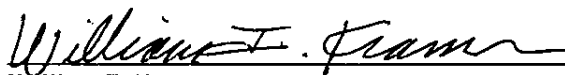
The name and street address of the sole incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
William F. Kramer	1800 Second Street, #104 Sarasota, FL 34236

**ARTICLE XIV**  
**AMENDMENTS**

The Association 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 Association and all rights conferred upon the members herein are granted subject to this reservation.


IN WITNESS WHEREOF, I, the undersigned sole incorporator to these Articles of Incorporation, have hereunto set my hand and seal this 27<sup>th</sup> day of March, 2008.

  
William F. Kramer

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 27, 2008, by William F. Kramer, who is

☒ personally known to me; or  
( ) who has produced \_\_\_\_\_ driver's license or \_\_\_\_\_ as  
identification.

  
Notary Public – State of Florida  
Name: \_\_\_\_\_  
Serial Number, if any: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



CHERI J. VARSSON  
MY COMMISSION # DD 675933 EXPIRES  
May 20, 2011  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

I hereby agree, as Registered Agent, to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.



**MATTHEW A. KLUDING**

391441

**FILED**  
2008 MAR 28 A 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA