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cc

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Azalea Palms Condominium Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tyson Passmore
Name (Printed or typed)

630 Azalea Avenue, Suite 201
Address

Merritt Island, FL 32952
City, State & Zip

888-744-1348
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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OF
AZALEA PALMS CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
AZALEA PALMS CONDOMINIUM ASSOCIATION, INC.
(a corporation not for profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida, for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE 1

NAME

The name of the corporation shall be Azalea Palms Condominium Association, Inc. The corporation shall be hereinafter referred to as the "Association".

ARTICLE 2

PURPOSE

The purpose and objects of the Association shall be to administer the operation and management of a condominium to be established by Fabric Gallery.com, Inc., a Florida Corporation, hereinafter called Developer, the condominium complex to be established in accordance with the laws of the State of Florida upon the following described property, situate, lying and being in Brevard County, Florida, to-wit:

Brevard County Parcel ID: 25-36-02-CM-00002.0-0003.00 and Parcel ID: 25-36-02-CM-00002.0-0002.01
Lots 3, 4 and 5, inclusive, Block 2, PLAT OF SAN LIN MANOR and the South 0.60 feet of Lot 2, Block 2 of the SAN LIN MANOR, according to the plat thereof, as recorded in Plat Book 10, Page 69 of the Public Records of Brevard County, Florida.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida, at that time said property, and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE 3

POWERS

The Association shall have the following powers:

- A. All of the powers and duties granted to corporations and corporations not for profit as set forth in Chapter 617, Florida Statutes, except as expressly limited or restricted by the Florida Condominium Act, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.
- B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. To make and establish reasonable rules and regulations governing the use of condominium units and the common elements in the condominium as said terms may be defined in the Declaration of Condominium.
2. To levy and collect assessments against members of the Association to defray the common expenses of the condominium as may be provided in the Declaration of Condominium and in the By-Laws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operation, leasing and otherwise trading and dealing with such property, whether real or personal, including the units in the condominium, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration of Condominium.
3. To maintain, repair, replace, operate and manage the condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the condominium property.
4. To contract for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them 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.
5. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the condominium as the same may be hereafter established.
6. To acquire title to property or otherwise hold, convey, lease and mortgage association property for the use and benefit of its members. The power to acquire personal property shall be exercised by the board of administration. Except as otherwise permitted in subsections (8) and (9) of Section 718.111, Florida Statutes, and in Section 718.114, Florida Statutes, no association may acquire, convey, lease or mortgage association real property except in the manner provided in the declaration, and if the declaration does not specify the procedure, then approval of 75 percent of the total voting interests shall be required.
7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.
8. The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the surface water or storm water management system.
9. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

ARTICLE 4

MEMBERS

The qualification of the members, the manner of their admission of membership and their termination of such membership, and voting by members shall be as follows:

- A. The owners of all condominium units including subdivided units in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.
- B. Membership shall be established by the acquisition of fee title to a unit in the condominium or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in all units in the condominium.
- C. The interest of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his condominium unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the said By-Laws.
- D. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each unit in the condominium, which vote shall be exercised or cast by the owner or owners of each unit in such a manner as may be provided in the By-Laws hereafter adopted. If a unit has been subdivided then each owner of a subdivision of the unit shall be entitled to vote the one (1) vote. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided in said By-Laws.

ARTICLE 5

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE 6

LOCATION

The principal office of the Association shall be located at 630 Azalea Avenue, Merritt Island, Florida 32952, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration. However, the official records of the Association shall be maintained within the State of Florida.

ARTICLE 7

DIRECTORS

The affairs of the Association shall be managed by the Board of Administration. The number of members of the Board of Administration of the Association shall be three (3). The members of the Board of Administration shall be elected as provided by the By-Laws of the Association. The Board of Administration shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association. Notwithstanding the foregoing, the first election of directors will be held in accordance with Article 6 of the Declaration of Condominium of Azalea Palms Condominium. Any vacancies in the Board of Administration caused by expiration of term, resignation or death will be filled as provided in Rule 61B-23.0026, F.A.C. Any vacancies in the Board of Administration created by the recall of members shall be controlled by the provisions set forth in the By-Laws of the Association.

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

Tyson Passmore

630 Azalea Avenue, Suite 201
Merritt Island, FL 32952

Troy Passmore

630 Azalea Avenue, Suite 201
Merritt Island, FL 32952

ARTICLE 8

OFFICERS

The Board of Administration shall elect a President, a Secretary and a Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasuries as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary or Assistant Secretary be held by the same person.

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Administration, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

Tyson Passmore
President/Treasurer/Director

630 Azalea Avenue, Suite 201
Merritt Island, FL 32952

Troy Passmore
Vice-President/Secretary/Director

630 Azalea Avenue, Suite 201
Merritt Island, FL 32952

ARTICLE 9

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Tyson Passmore

630 Azalea Avenue, Suite 201
Merritt Island, FL 32952

ARTICLE 10

BY-LAWS

The original By-Laws of the Association shall be adopted by the Board of Administration and thereafter, such By-Laws may be altered or rescinded by the Board of Administration only in such manner as said By-Laws may provide.

ARTICLE 11

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 in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time of such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement 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. The intent of this indemnification is to afford protection to the Directors and Officers of the Association to the maximum extent allowed by law.

ARTICLE 12

AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Administration of the Association acting upon a vote of the majority of the directors, or by whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Administration or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) days nor more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning a majority of the condominium units in the condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered. No amendment or amendments of these articles a member of the Association shall not be recognized, if such member is not in attendance at such meeting or represented thereat by proxy.

Notwithstanding the foregoing provisions of the Article 12, no amendment or amendments to these articles which shall abridge, amend or alter the right of the Developer to designate and select members of each Board of Administration of the Association, as provided in Article 7 hereof, may be adopted or become effective without the prior consent of the Developer.

ARTICLE 13

DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns Florida Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals the 19 day of May, 2008.

Tyson Passmore
Tyson Passmore

State of Florida
County of Brevard

BEFORE ME, the undersigned authority, personally appeared Tyson Passmore who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 19 day of May, 2008.

R. K. Brill
NOTARY PUBLIC

My Commission Expires: 01/06/12

NOTARY PUBLIC-STATE OF FLORIDA
R. K. Brill
Commission #DD744801
Expires: JAN. 06, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

Azalea Palms Condominium Association, Inc., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Merritt Island, County of Brevard, State of Florida, has named Tyson Passmore, 630 Azalea Avenue, Suite 201 Merritt Island, Florida 32952, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Tyson Passmore
Tyson Passmore