

H08000011508

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000279086 3)))



H080002790863ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 617-6381

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.

Account Number : 072720000266

Phone : (941) 366-4800

Fax Number : (941) 552-5559

RECEIVED DEC 23 2008

FLORIDA PROFIT/NON PROFIT CORPORATION

FINERGY TRADE CENTER CONDOMINIUM ASSOCIATION,

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC 23 AM 9:14

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

12/24

HC8000279086 3

2008 DEC 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
FINERGY TRADE CENTER 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, the undersigned does hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE 1
NAME OF CORPORATION

The name of this corporation shall be:

FINERGY TRADE CENTER CONDOMINIUM ASSOCIATION, INC.

hereinafter in these Articles referred to as the "Association."

ARTICLE 2
PURPOSES

The general nature, objects, and purposes of the Association are:

A. To operate and manage the affairs of Finergy Trade Center, a Condominium, located at 2170 Main Street, in Sarasota County, Florida (the "Condominium"), being developed by Finergy Main Street, LLC, a Florida limited liability company ("Developer").

B. To maintain all common elements of the Condominium for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Condominium of Finergy Trade Center, a Condominium" (the "Declaration").

C. To perform all acts as provided for in the Declaration and in the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act").

ARTICLE 3
GENERAL POWERS

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

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell, or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; and to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association.

B. To perform or do any acts necessary or expedient for: (1) carrying on any of the activities of the Association; (2) pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida; and (3) fulfilling all of the duties and responsibilities set forth in the Declaration, as amended from time to time, including but not limited to operating and maintaining the common elements of the Condominium.

H08000279088 3

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving the party's name, address, and Unit number; provided, however, that any notice given to or vote accepted from the prior Unit Owner before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Sarasota County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by the Secretary and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

Prior to the recording of the Declaration, the undersigned incorporator shall constitute the sole member of the Association.

ARTICLE 5 **VOTING RIGHTS**

In all Association matters submitted to the membership, each Unit shall be entitled to one vote, and the votes to which a Unit is entitled shall be cast in the Unit Owner's discretion, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE 6 **BOARD OF DIRECTORS**

A. The business and affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three Directors. The Directors need not be members of the Association or residents of the State of Florida.

B. Except as otherwise provided in Paragraph C below, all Directors shall be appointed by and shall serve at the pleasure of Developer. Developer may relinquish its right to appoint Directors at any time, whereupon all Directors shall be elected by the members.

C. Notwithstanding the provisions of Paragraph B above:

(1) When 15 percent or more of the Units are conveyed to owners other than Developer, the owners of such Units shall be entitled to elect not less than one-third of the Directors.

(2) Three years after 50 percent, or three months after 90 percent, of the Units are conveyed to owners other than Developer, the owners of such Units shall be entitled to elect a majority of the Directors.

(3) When Developer no longer holds for sale in the ordinary course of business at least five percent of the Units, Unit owners other than Developer shall be entitled to elect all the Directors.

D. The term of each elected Director shall expire upon the election of that Director's successor at the next succeeding annual meeting of members. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death. Elections shall be by plurality vote.

H08000279066 3

E. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.

F. The names and addresses of the persons constituting the first Board of Directors are as follows:

Innocenzo Gagliardi
2170 Main Street, Unit 401
Sarasota, Florida 34236

Anne Gagliardi
2170 Main Street, Unit 401
Sarasota, Florida 34236

Eric J. Collin
2170 Main Street, Unit 401
Sarasota, Florida 34236

ARTICLE 7 **OFFICERS**

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

President	-	Innocenzo Gagliardi
Vice President	-	Eric J. Collin
Secretary	-	Anne Gagliardi
Treasurer	-	Anne Gagliardi

ARTICLE 8 **CORPORATE EXISTENCE**

The Association shall have perpetual existence unless dissolved according to law or according to the provisions of Article 15 hereof.

ARTICLE 9 **BYLAWS**

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended, or repealed by a majority vote of the Directors in the

H08000279086 3

asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE 15
DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total voting rights of the Association membership and upon compliance with any applicable laws then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be apportioned among the Units pro rata to the number of votes attributable to such Units pursuant to Article 5 hereof, and the share of each shall be distributed to the then owners thereof.

ARTICLE 16
THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these Articles of Incorporation and the Act, the terms and provisions of the Act shall control and, to that extent, are incorporated by reference herein. As used in this Article 16, the "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.

ARTICLE 17
BINDING EFFECT

The provisions hereof shall bind and inure to the benefit of the members and Developer and their respective successors and assigns.

IN WITNESS WHEREOF, the above-named subscriber has hereunto set his hand and seal this _____ day of December 2008.


Print Name: Eric J. Collin
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, I hereby accept such appointment. I further certify that I am familiar with, and accept, the obligations of that position as provided by Florida Statutes.


Print Name: E. John Wagner
Registered Agent

707954_1.doc

FILED
2008 DEC 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA