

09-SEP-11 9:02AM FROM CASE 1000 407-843-0000 P. 1/0 F-435
N09000008945

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.

((H09000199124 3)))



H090001991243ABC2

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

Scott Price

From:

Account Name : AKERMAN SENTERFITT (ORLANDO)
Account Number : 076656002425
Phone : (407) 423-4000
Fax Number : (407) 843-6610

FLORIDA PROFIT/NON PROFIT CORPORATION

SAND LAKE ATRIUM CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
09 SEP 11 PM 1:49
RECEIVED
09 SEP 11 AM 11:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

SAND LAKE ATRIUM CONDOMINIUM ASSOCIATION, INC.
(a corporation not-for-profit)

All terms used in these Articles of Incorporation of Sand Lake Atrium Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Sand Lake Atrium Condominium (the "Declaration"), unless the context otherwise requires.

ARTICLE I
Name

The name of the corporation will be Sand Lake Atrium Condominium Association, Inc. For convenience this corporation will be referred to as the "Association."

ARTICLE II
Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a portion of a condominium to be known as Sand Lake Atrium Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.
2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

ARTICLE III
Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.
4. The Association shall operate, maintain and manage the surface water or stormwater 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 which relate to the surface water or stormwater management system.
5. 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 stormwater management system.

FILED
09 SEP 11 PM 1:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors of consisting of three (3) members.
2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.
3. The names and addresses of the persons constituting the First Board of Directors and who will serve until the first election are: Alan Charron, Robert Kaplus each having an address of 6700 Conroy Windermere Road, Suite 230, Orlando, Florida 32835 and Bhasker Raju having an address of P.O. Box 590086, Orlando, Florida 32859.

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director 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 the 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, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

Amendments

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

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of three-fifths (3/5) of the entire membership of the Board, and no meeting of the members nor any approval thereof is required.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than three-fifths (3/5) of the entire membership of the Board and by not less than a majority vote of the Owners of the Residential Units and a majority vote of the voting interests of the Owners of the Commercial Units at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.
5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the Condominium and to expand or enhance the Condominium.

ARTICLE IX

Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows: Alan Charron, 6700 Conroy Windermere Road, Suite 230, Orlando, Florida 32835.

ARTICLE XI

Registered Agent

The Association hereby appoints Alan Charron as its Registered Agent to accept service of process within this state, with the Registered Office located at 6700 Conroy Windermere Road, Suite 230, Orlando, Florida 32835.

ARTICLE XII

Principal Office

The address of the principal office and the mailing address of the Association shall be 6700 Conroy Windermere Road, Suite 230, Orlando, Florida 32835 or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this
7th day of July 2007.

By: 

Alan Charron, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is:

SAND LAKE ATRIUM CONDOMINIUM
ASSOCIATION, INC.

6700 Conroy Windermere Road, Suite 230, Orlando,
Florida 32835

The name and address of the registered agent and office is:

Alan Charron

(Name)

6700 Conroy Windermere Road, Suite 230

(P. O. Box not acceptable)

Orlando, Florida 32835

(City/State/Zip)

FILED
09 SEP 11 PM 1:50
TALLAHASSEE, FLORIDA
DIVISION OF STATE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314