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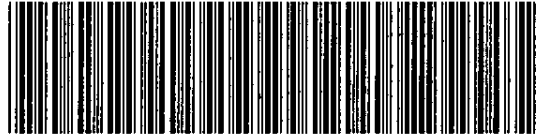
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

60-91-01  
llc

ATTORNEY AT LAW

**MARK R. HALL, P.A.**

CERTIFIED MEDIATOR

TELEPHONE  
(386) 423-1221

124 FAULKNER STREET  
NEW SMYRNA BEACH, FLORIDA 32168-7018

FAX (386) 423-2232  
E-MAIL: mark@mhalla.com

October 9, 2009

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

RE: New Not For Profit Corporation Filing  
CENTRE FORTY-FOUR CONDOMINIUM ASSOCIATION, INC.

To Whom It May Concern:

Enclosed please find the following for your consideration:

1. Articles Of Incorporation for Centre Forty-Four  
Condominium Association, Inc., with conformed copy

2. Mark R. Hall Trust account check in the amount of \$78.75  
for the filing fee of \$35.00; Registered Agent Designation fee  
of \$35.00; and certified copy of Articles Of Incorporation fee  
of \$8.75.

Once the Articles Of Incorporation have been filed, please  
forward the certified copy to the address above.

Thank you for your attention to this matter.

Sincerely,

**MARK R. HALL, P.A.**



CAROL GARDNER  
Legal Assistant

Enclosures

This instrument was prepared by

Mark R. Hall, Esq.  
Mark R. Hall, P.A.  
124 Faulkner Street  
New Smyrna Beach, FL 32168

FILED  
2009 OCT 14 P 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT "B"  
TO  
DECLARATION OF CONDOMINIUM  
OF  
CENTRE FORTY-FOUR, A CONDOMINIUM

**ARTICLES OF INCORPORATION**

**FOR**

**CENTRE FORTY-FOUR CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1  
NAME AND ADDRESS

The name of the corporation shall be CENTRE FORTY-FOUR CONDOMINIUM ASSOCIATION, INC. The principal address of the corporation is 807 State Road 44, New Smyrna Beach, FL 32168. The mailing address of the corporation is 807 State Road 44, New Smyrna Beach, FL 32168. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as the "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2  
PURPOSE

The purpose for which the Association is organized is to provide an entity under the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located or to be located in Volusia County, Florida, and known as CENTRE FORTY-FOUR, A CONDOMINIUM.

ARTICLE 3  
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Volusia County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

## ARTICLE 4 POWERS

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws, or the Act.
- 4.2 Enumeration. The Association shall have the powers and duties set forth in the Act except as limited by these Articles, the Bylaws, and the Declaration (to the extent that they are not in conflict with the Act) and all of the powers and duties reasonably necessary to operate the Condominium under the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:
  - (a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.
  - (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, and other property acquired or leased by the Association.
  - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, and Unit Owners.
  - (e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.
  - (f) To approve or disapprove the leasing, transfer of ownership, and occupancy to the extent authorized by the Declaration.
  - (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.
  - (h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the

submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the Common Elements using funds made available by the Association. The Association and its Officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the levy of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

- (i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Condominium.
- 4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.
- 4.4 Distribution of Income; Dissolution. The Association shall make no distributions of income to its members, Directors or Officers.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

## ARTICLE 5 MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title Owners of Units in the Condominium from time to time, and, after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.
- 5.2 Assignment. 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 Unit for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

ARTICLE 6  
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7  
INCORPORATOR

The name and address of the Incorporator of this Corporation is GREGORY P. SAMANO, D.O., whose address is 807 State Road 44, New Smyrna Beach, FL 32168.

ARTICLE 8  
OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties and qualifications of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	GREGORY P. SAMANO, D.O. 807 State Road 44 New Smyrna Beach, FL 32168
Secretary:	MARGARET M. SAMANO 807 State Road 44 New Smyrna Beach, FL 32168
Treasurer:	MARGARET M. SAMANO 807 State Road 44 New Smyrna Beach, FL 32168

ARTICLE 9  
DIRECTORS

- 9.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three Directors and which shall always be an odd number.

- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 9.4 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GREGORY P. SAMANO, D.O.	807 State Road 44 New Smyrna Beach, FL 32168
MARGARET M. SAMANO	807 State Road 44 New Smyrna Beach, FL 32168
JASON L. LARKIN, D.D.S.	807 State Road 44 New Smyrna Beach, FL 32168

#### ARTICLE 10 INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, (including reasonable attorneys' fees) incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a part of, or in which he or she may become involved by reason of being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except an officer or director shall be liable for monetary damages if such officer or director breached or failed to perform his or her duties and the breach of, or failure to perform, his or her duties constitutes a violation of criminal law as provided in Florida Statute 617.0834; constitutes a transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or constitutes recklessness or an act or omission that was in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Any payments for indemnification pursuant to this Article must be approved by the Board of Directors. The Board of Directors must determine that the expense being reimbursed is reasonable. If an indemnification payment is pursuant to a settlement, the settlement must be in the best interest of the Association.

## ARTICLE 11 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 in the Bylaws and the Declaration.

## ARTICLE 12 AMENDMENTS

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

- 12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in F.S. Chapter 617. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in F.S. Chapter 617 and in the Act (the latter to control over the former to the extent provided for in the Act).
- 12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, or 4.5 of Article 4, titled "Powers," without the approval in writing of all members and the joinder of all record Owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration, or the Bylaws. No amendment to this paragraph 12.3 shall be effective.
- 12.4 Recording. A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Volusia County, Florida.

## ARTICLE 13 INITIAL REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT

The name and Florida street address of the initial registered agent are:

Mark R. Hall, Esq.  
Mark R. Hall, P.A.  
124 Faulkner Street  
New Smyrna Beach, Florida 32168

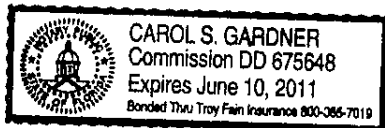


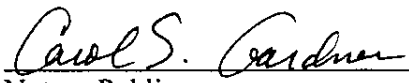
IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

  
GREGORY P. SAMANO, D.O.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on October 9<sup>th</sup>, 2009, by GREGORY P. SAMANO, D.O., of New Smyrna Beach, Florida, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.

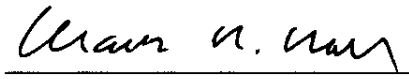


  
Notary Public  
My Commission expires: 6/10/11

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for CENTRE FORTY-FOUR CONDOMINIUM ASSOCIATION, INC. at the place designated in the Articles Of Incorporation, the undersigned is familiar with and accepts the obligations of the position pursuant to Florida Statute 607.0501(3)

DATED this 9<sup>th</sup> day of October, 2009.

  
MARK R. HALL, ESQUIRE