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## FLORIDA PROFIT/NON PROFIT CORPORATION

EDWARDS ROAD COMMERCIAL CONDOMINIUM ASSOCIATION, INC

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Prepared by:  
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**ARTICLES OF INCORPORATION  
FOR  
EDWARDS ROAD COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporators, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation shall be EDWARDS ROAD COMMERCIAL CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the ("Association"), these Articles of Incorporation as the ("Articles"), and the By-Laws of the Association as the ("By-Laws"). The principal office and mailing address of the corporation is as follows: 2680 SE Federal Highway, Stuart, Florida 34994.

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in St. Lucie County, Florida, and known as EDWARDS ROAD COMMERCIAL CONDOMINIUM ASSOCIATION, INC., a CONDOMINIUM, the ("Condominium").

**ARTICLE III  
DEFINITIONS**

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

**ARTICLE IV**  
**POWERS**

The powers of the Association shall include all powers and duties necessary to properly operate and maintain the condominium as more fully set out in the By-Laws.

**ARTICLE V**  
**MEMBERS**

5.1 **Membership.** The members of the Association shall consist of all of the record title owners of Units in the Condominium, 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.

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 (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more Units shall be entitled to one vote for each Unit owned.

**ARTICLE VI**  
**TERMS OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VII**  
**DIRECTORS**

7.1 **Number and Qualification.** The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the By-Laws of the Association, but in no event shall there be less than three (3) directors.

7.2 **Duties and Powers.** All the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws, 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.

7.3 **Election; Removal.** Directors of the Association shall be selected and replaced in the manner provided by the By-Laws and Florida Law.

7.4 **Term of Initial Directors.** The Developer shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws

7.5 **Initial Directors.** The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office as provided in the By-Laws are as follows:

Marcel Rappold  
2680 SE Federal Highway  
Stuart, Florida 34994

Stephen Navaretta  
1100 SW St Lucie West Blvd.  
Suite 203  
Port St Lucie, FL 34986

Mary Jean Navaretta  
1100 SW St Lucie West Blvd.  
Suite 203  
Port St Lucie, FL 34986

#### **ARTICLE VIII** **OFFICERS**

The affairs of the Condominium Association shall be managed by a President, Secretary, Treasurer and any other officers as may be authorized by the Board of Directors. Officers shall be selected as provided in the By-Laws and no officer need be a member. The names of the officers of the Condominium Association who shall serve until such time as they resign, are removed, or their successors are selected shall be:

Marcel Rappold	President
Marcel Rappold	Secretary
Marcel Rappold	Treasurer

#### **ARTICLE IX** **INDEMNIFICATION**

9.1 **Indemnify.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, committee member, employee, officer or agent, of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner

which he reasonably believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

9.2 **Expenses.** To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 9.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

9.3 **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in Article 9.

9.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such person.

9.5 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

#### **ARTICLE X** **BY-LAWS**

The By-Laws of the Association have been adopted and may be altered, amended, or rescinded in the manner provided in the By-Laws.

#### **ARTICLE XI** **AMENDMENTS**

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

11.1 **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 Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

11.2 **Adoption.** Any Association member may propose an amendment to these Articles. Amendments must be approved by all members of the Association at a duly noticed meeting or in writing, providing the approval is delivered to the Secretary at or prior to the meeting.

11.3 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of St. Lucie County, Florida.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the incorporator on the Association is:

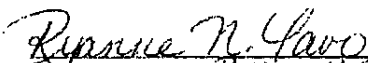
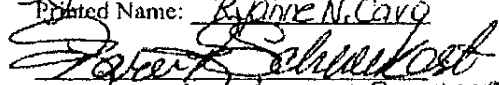
Stephen Navaretta, Esq.  
Navaretta & Navaretta,  
Attorneys at Law, P.A.  
1100 SW St. Lucie West Blvd.  
Suite 203  
Port St. Lucie, Florida 34986


**ARTICLE XIII**  
**REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation is 1100 SW St. Lucie West Boulevard, Suite 203, Port St. Lucie, Florida 34986, and the name of the initial registered agent of this corporation at that address is Stephen Navaretta, Esq.

IN WITNESS WHEREOF, STEPHEN NAVARETTA, ESQ., as incorporator has caused these presents to be signed on this 30 day of October, 2009.


WITNESSES:

  
Printed Name: Rynne N. Cavo  
  
Printed Name: BRADEN K. SCHWENDT

  
\_\_\_\_\_  
Stephen Navaretta, Esq.

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named initial Registered Agent to accept process of service for **EDWARDS ROAD COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**, at the place designated in the Articles of Incorporation, I hereby accept this designation as Registered Agent and agree to comply fully with all provisions in Chapter 48, Florida Statutes, as amended.

  
\_\_\_\_\_  
Stephen Navarrete, Esq.**FILED****2009 NOV -4 PM 4:30****SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**