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FLORIDA PROFIT/NON PROFIT CORPORATION
THE HAMPTONS OF PORT ST. LUCIE BUILDING TWO SUBSSO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
FOR****The Hamptons of Port St. Lucie Building Two Sub Association, Inc.**

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

**ARTICLE I
NAME AND ADDRESS**

1.01 The name of this corporation is The Hamptons of Port St. Lucie Building Two Sub Association, Inc. The principal office and the mailing address of the corporation is 114 Chase Court, Boone, N.C. 28607.

**ARTICLE II
TERM**

2.01 The term of this corporation shall commence as of the date of the filing of these Articles with the Secretary of State of Florida.

2.02 This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

3.01 This corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the "Act") for the operation of Building Two of a condominium located in St. Lucie County, Florida, and known as The Hamptons of Port St. Lucie

**ARTICLE IV
DEFINITION**

4.01 Association means The Hamptons of Port St. Lucie Building Two Sub Association, Inc.

4.02 Bylaws means the Bylaws of the Association.

4.03 Condominium means The Hamptons, a Condominium, according to the Declaration thereof recorded in the Public Records of St. Lucie County, Florida.

4.04 Declaration means the Declaration of Condominium for The Hamptons, a Condominium, as recorded in the Official Records of St. Lucie County, Florida, as amended.

4.05 Declaration of Covenants means those covenants described in of the Declaration, and all amendments.

4.06 Developer means the developer of the Condominium described in the Declaration and

the Developer's successors and assigns.

ARTICLE V POWERS

5.01 The Association shall have all of the powers of a corporation for profit which are not in conflict with the provisions of these Articles or prohibited by the Act or other law. Such powers shall include, but not be limited to, the following:

(a) To fix, establish, levy and collect assessments against members as owners of the Condominium property for the purpose of exercising its powers and carrying out its responsibilities. Assessments shall be used by the Association only for common expenses as such expenses are defined in the Act.

(b) To buy, sell, trade, lease, improve and encumber property, real or personal.

(c) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property and any property owned or leased by the Association.

(d) To acquire and pay for insurance on the Condominium property and for the protection of the Association and its members.

(e) To make and amend reasonable rules and regulations for the use and appearance of Condominium property and common elements in the Condominium for the benefit, health, safety, welfare, and happiness of the members of the Association.

(f) To enforce through legal means the Declaration, the Protective Covenants, the Bylaws, these Articles and any rule or regulation as contemplated by these Articles.

(g) To hire agents and employees to discharge the responsibilities of the Association to maintain the common elements of the Condominium.

5.02 The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Act, the Declaration, these Articles and the Bylaws. The Association shall distribute no part of its income to its members, directors, or officers, and if the Association is dissolved, all its assets shall be transferred only to nonprofit corporation or public agency. All funds and all titles to any properties acquired by the Association, and any proceeds therefrom, shall be held in trust for the benefit of its members.

ARTICLE VI STOCK AND DISTRIBUTIONS

6.01 The Association shall not issue any shares of stock.

6.02 The Association shall not pay any dividends or distribute any part of the income of the Association, if any, to its members, directors or officers. All monies and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration, these Articles and Bylaws.

6.03 Nothing herein, however, shall be construed to prohibit the Association from conferring benefits upon its members in conformity with its purposes or from making any payments or distributions to members of monies or properties upon dissolution or final liquidation as permitted by the Florida Condominium Act.

6.04 The Association may reimburse its directors, officers and members for expenses authorized and approved by the Board of Directors and incurred for or on behalf of the Association.

6.05 The Association may pay reasonable compensation to its directors, officers and members for actual services rendered to the Association, as authorized and approved by the Board of Directors.

ARTICLE VII VOTING RIGHTS

7.01 The owners of the Condominium Units shall be the Members of the Association. Membership shall be appurtenant to and may not be separated from the ownership of a Condominium Unit.

7.02 The Developer shall be a member of the Association until all Condominium Units that may be added ultimately to the Condominium have been added and sold.

ARTICLE VIII VOTING RIGHTS

8.01 The owner or owners of each Condominium Unit shall be entitled to one (1) vote which is appurtenant to ownership of the Condominium Unit. In the event that two or more Members are the record owners of a fee simple title to a Condominium Unit, then the member who shall be entitled to cast the votes for the Condominium Unit shall be determined as provided in the Bylaws.

8.02 The Developer and its successors and assigns shall be entitled to one (1) vote for every Condominium Unit that is added to the Condominium, less one (1) vote for each such Condominium Unit transferred to another person that has become a member of the Association.

**ARTICLE IX
BOARD OF DIRECTORS**

9.01 The names and addresses of the initial Directors are as follows:

George Medvedeff
1430 SW St. Lucie West Blvd.
Port St. Lucie, Florida 34986

Dean Cohen
1430 SW St. Lucie West Blvd.
Port St. Lucie, Florida 34986

Diana Medvedeff
1430 SW St. Lucie West Blvd.
Port St. Lucie, Florida 34986

9.02 The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than three (3).

9.03 At the first annual meeting and at each annual meeting thereafter, the members shall elect directors for terms as set forth in the Bylaws. Directors need not be members of the Association.

**ARTICLE X
OFFICERS**

10.01 The Board of Directors shall elect the officers of the Association.

10.02 The Officers need not be members of the Association.

10.03 The officers of the Association shall be the President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board. The same person may hold two or more offices.

10.04 The term of each officer shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws.

10.05 The initial officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

President, George Medvedeff

Vice President, Dean Cohen

Secretary-Treasurer, Diana Medvedeff

**ARTICLE XI
INCORPORATOR**

11.01 The name and address of the incorporator of these Articles of Incorporation are:

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

**ARTICLE XII
BYLAWS**

12.01 The original Bylaws of the Association shall be adopted by the incorporator. Thereafter, the Bylaws may be altered, amended or rescinded by resolution of the Board of Directors only in the manner provided for in the Act and the Bylaws.

**ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

13.01 Every director and every officer of the Association shall be defended, held harmless and indemnified by the Association against all expenses and liability, including attorney's fees, payable when due, reasonably incurred by or imposed upon Directors and Officers in connection with any proceeding to which such Director or Officer may be a party, by reason of being or having been a Director or an Officer of the Association, whether or not such person is a Director or an Officer at the time such expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance, or malfeasance in the performance of 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 apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Association.

13.02 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.

**ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

14.01 In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation, partnership or other legal entity shall be affected or invalidated by the fact that any Director or Officer of the Association is financially or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation, partnership or other legal entity, or is a party or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, corporation, partnership or other legal entity pecuniarily or otherwise interested therein.

14.02 Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if such Director were not so interested or were not a director, member or officer of such firm, association, corporation, partnership or other legal entity.

ARTICLE XV DISSOLUTION

15.01 The Association may be dissolved in the following manner:

(a) A resolution to that effect has been adopted by not less than three-fourths of the members of the Board of Directors at a meeting called at least in part for that purpose upon lawful notice, or by execution of a written instrument; and

(b) A resolution to that effect has been adopted by all of the members at a meeting called at least in part for that purpose upon lawful notice, or by the execution of a written instrument; and

(c) An appropriate decree has been filed as set forth in Section 617.05, Florida Statutes, or a statute of similar import.

ARTICLE XVI DISPOSITION OF ASSETS UPON DISSOLUTION

16.01 Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(a) Real property contributed to the Association, without the receipt of other than nominal consideration, exclusive of streets and roads providing access, drainage and utility easements to adjacent lands and property dedicated to any governmental agency or utility, shall be owned by the members in the same proportions as their ownership of the common elements of the Condominium.

(b) Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that acceptance of such dedication is refused, such property shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

(c) Any remaining assets shall be distributed among the members subject to the limitations set forth below, as tenants in common, in the same proportions as their ownership of the common elements of the Condominium.

(d) No disposition of Association property shall be effective to divest or diminish any right or title vested in any member by a deed or other recorded instrument applicable to the Condominium Unit owned by such member unless made in accordance with provisions of such deed or instrument.

(e) Anything herein to the contrary notwithstanding, the Association shall have the power to invest the amount of any assessments collected for the purpose of defraying the costs of deferred maintenance and capital expenditures necessary and appropriate to the purposes of the Association. In the event of dissolution, such amounts as have been set aside as reserves for deferred maintenance and capital expenditures that are no longer required for such purposes, and the net earnings derived from the investment of such amounts shall be contributed to a charitable organization designated by the Board of Directors; or if such designation is not made by the Board of Directors within a reasonable time, then such designation may be made by the Chief Judge of the

Circuit Court of Florida wherein the Registered Office of the Association is located.

ARTICLE XVII AMENDMENT

17.01 These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors or as provided in the Bylaws, subject to the following restrictions:

(a) Each amendment must be approved by the Members holding not less than two-thirds of the voting rights.

(b) No amendment to these Articles shall be effective which impairs or dilutes any right or title vested in a Member under a deed or other recorded instrument applicable to any part of the Condominium Unit owned by such Member unless made in accordance with provisions of such deed or instrument.

ARTICLE XVIII GENDER AND NUMBER

18.01 Wherever herein used, one gender shall include all genders, and the singular shall include the plural and visa versa, as the context requires.

ARTICLE XIX REGISTERED AGENT AND REGISTERED OFFICE

19.01 The Registered Agent for the Association shall be Stephen Navaretta, Esquire.

19.02 The Registered Office of the Association shall be located at 1100 S.W. St. Lucie West Blvd., Suite 203, Port St. Lucie, Florida 34986, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of Florida in accordance with law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation, this 26th day of October, 2009.


STEPHEN NAVARETTA

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STATE OF FLORIDA)
) ss.:
COUNTY OF ST. LUCIE)

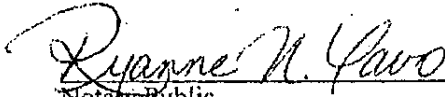
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared STEPHEN NAVARETTA, well known to me and he acknowledged the foregoing Articles of Incorporation of The Hamptons of Port St. Lucie Building Two Sub Association, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Lucie County, Florida this 26th day of October, 2009.

NOTARY PUBLIC-STATE OF FLORIDA
Ryanne N. Cavo
Commission #DD670070
Expires: JUNE 22, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

(Notary Seal)



Notary Public
State of Florida
My Commission Expires: 6/22/11
Commission No.: DD670070

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted designation as Registered Agent of The Hamptons of Port St. Lucie Building Two Sub Association, Inc. and agree to serve as its agent and to accept service of process within this State at its Registered Office, 1100 S.W. St. Lucie West Blvd., Suite 203, Port St. Lucie, Florida 34986.



STEPHEN NAVARETTA

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