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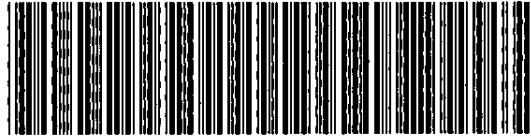
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T. Bureh MAR 18 2010

# TIMOTHY D. PADGETT, P.A.

A PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELOR AT LAW

TIMOTHY D. PADGETT\*

\*CERTIFIED MEDIATOR  
LICENSED TO PRACTICE IN FLORIDA AND  
UNITED STATES DISTRICT COURT FOR  
NORTHERN, MIDDLE, AND SOUTHERN  
DISTRICTS OF FLORIDA

2878 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FLORIDA 32308  
(850) 422-2520 TELEPHONE  
(850) 422-2567 FACSIMILE  
WWW.PADGETT-TITLE.COM

March 16, 2010

## VIA HAND DELIVERY

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

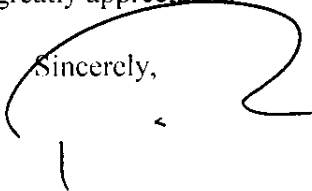
Re: Incorporation of **ST. FRANCIS STREET CONDOMINIUMS ASSOCIATION, INC.**

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 representing the \$70.00 filing fee and \$8.75 for the certified copy. I have enclosed an extra copy of so that a copy of the filed documents can be returned to my office.

Your cooperation in this matter is greatly appreciated.

Sincerely,



Timothy D. Padgett  
Timothy D. Padgett, P.A.

/tdp  
Enclosures

**ARTICLES OF INCORPORATION OF  
ST. FRANCIS STREET CONDOMINIUMS ASSOCIATION, INC..**

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, adopt the following articles of incorporation.

**Article I**

**Name**

The name of this corporation is **ST. FRANCIS STREET CONDOMINIUMS ASSOCIATION, INC.**

**Article II**

**Purposes**

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of **ST. FRANCIS STREET CONDOMINIUMS** under the Florida Condominium Act pursuant to a declaration of condominium executed on March 1, 2010, and recorded on March 8, 2010, 2010, in LEON County, Florida, under O.R. Book 4090, Page 113, of the Public Records of LEON County, Florida.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the condominium.

**Article III**

**Members**

Each condominium unit shall have appurtenant to it a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, except that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to the unit by virtue of the title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders of it to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which the membership corresponds, as established in the declaration.

**Article IV**

**Initial Office And Registered Agent**

The street address of the initial office of the corporation is 310 Blount Street, Suite 104, Tallahassee, FL 32301.

The name and address of the initial registered agent of the corporation is: Timothy D. Padgett, Esquire, Timothy D. Padgett, P.A., 2878 Remington Green Circle, Tallahassee, FL 32308.

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## **Article V**

### **Incorporators**

The names and residences of the incorporators of the corporation are as follows:

| Name          | Address   |
|---------------|---|
| NICHOLAS KENT | 310 Blount Street, Suite 104<br>Tallahassee, FL 32301 |

## **Article VI**

### **Directors**

The number of persons constituting the initial board of directors is THREE (3). In accordance with Florida law, and the Bylaws to be adopted by the corporation, the corporation will be governed by a board of directors, also known as a board of administration, of no less than three (3) directors or members. The name and address of the directors who are to serve until the corporation meets and elects three directors in accordance with the Bylaws to be adopted by the corporation, is as follows:

| Name          | Address   |
|---------------|---|
| Nicholas Kent | 310 Blount Street, Suite 104<br>Tallahassee, FL 32301 |
| Chris Kent    | 1207 N. Duval Street<br>Tallahassee, FL 32303         |
| Peter Rosen   | 310 Blount Street, Suite 108<br>Tallahassee, FL 32301 |

At such time as required by, and as more fully set forth in, the Bylaws of the corporation, the members of the corporation shall elect three (3) directors for a term of two years each. Subsequent directors shall be elected or appointed as required in the Bylaws.

## **Article VII**

### **Officers**

The affairs of the corporation are to be managed by a president, secretary, and treasurer who will be accountable to the board of administration. Officers will be elected annually in the manner set forth in the bylaws.

The names of the officer who is to serve until the first election of officers are as follows:

|               |   |
|---------------|---|
| NICHOLAS KENT | 310 Blount Street, Suite 104<br>Tallahassee, FL 32301 |
|---------------|---|

## **Article VIII**

### **Bylaws**

Bylaws regulating operation of the corporation will be adopted by the Board of Directors at an organizational meeting following the filing of these articles. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

## **Article IX**

### **Powers of Corporation**

To promote the health, safety, and welfare of the residents of ST. FRANCIS STREET CONDOMINIUMS, the corporation may:

(1) Exercise all of the powers and perform all of the duties of the association as set forth in the declaration of condominium and in the bylaws, as those documents may from time to time be amended.

(2) Determine, levy, collect, and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.

(3) Engage the services of a professional corporate management agent and delegate to the agent any of the powers or duties granted to the association of unit owners under the declaration or bylaws other than the power to engage or discharge the agent; the power to adopt, amend and repeal the provisions of it, or of the declaration, bylaws, or rules and regulations of the condominium;

(4) Take and hold by lease, gift, purchase, devise or bequest any property, real or personal, including any unit in the condominium, borrow money and mortgage any property to finance the acquisition of it on the vote of 100% percent of members, and transfer, lease, and convey any such property.

(5) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of 100% percent of the members.

(6) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, or by associations of unit owners under the Condominium Act.

## **Article X**

### **Dissolution**

This corporation may be dissolved at any time with the written consent of all the members to it. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

## **Article XI**

### **Law Changes**

Due to changes in the Condominium Act (Chapter 718, Florida Statutes) and the Administrative Rules promulgated thereunder, portions of the Declaration, Articles of Incorporation of the Association, Bylaws of the Association and the exhibits and/or schedules thereto may not reflect certain newly enacted provisions, many of which may be controlling. To the extent that any provision of the Declaration, Articles, and/or Bylaws are inconsistent with the changes established by (i) Chapter 2008-191, Laws of Florida, effective July 1, 2008; (ii) Chapter 2008-192, Laws of Florida, effective July 1, 2008; (iii) Chapter 2008-240, Laws of Florida effective July 1, 2008 and (iv) Chapter 2008-28, Laws of Florida, effective October 1, 2008 (collectively the "New Laws") the terms and provisions of the New Laws shall control. In summary the New Laws provide for the following:

Pursuant to 718-111(1)(b), a director of the association who abstains from voting on any action taken on any corporate matter shall be presumed to have taken no position with regard to the action.

Pursuant to 718.111(1)d), officers, directors, or agents of the Board of Directors of the Condominium Association shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the interests of the Association. This section provides for monetary damages and criminal penalties for breach of this standard.

Pursuant to 718-111(12)(a)11 and 718.111(12)(a), persons could be personally liable for a fine up to \$5,000 for intentionally or knowingly defacing accounting records required to be maintained by Chapter 718 or intentionally failing to create or maintain such a record.

Pursuant to 718.111(12)(a)11d and 718.111(12)(a)16, the official records of the Association shall include contracts and bids for work to be performed and the turnover inspection report and copies of the same must be maintained by the Association.

Pursuant to 718.111(12)(b), the official records of the Association are required to be maintained in Florida for at least seven (7) years. The official records shall be made available to a Unit Director within 45 miles of the condominium property or within the county of the Condominium project, except for timeshare Condominiums. Providing the official records electronically or via the internet (with the ability to print upon request) is an affordable alternative.

Pursuant to 718.111(12)(c)4, social security numbers, driver's license numbers, credit card numbers, and other personal identifying information are on the list of items that are not accessible to Unit Owners.

Pursuant to 718.111(13), associations may opt to prepare a report of cash receipts and expenditures and/or combined financial statement and/or a reviewed financial statement in lieu of an audited financial statement, effective for the following fiscal year; audits and reviews done prior to turnover of control of the Association shall be paid for by the Developer; an association may not waive the financial reporting requirements for more than three (3) consecutive years.

Pursuant to 718.112(2)(b)2, no voting interest or consent right allocated to a Unit owned by the Association shall be considered for any purpose whether for quorum, an election or otherwise.

Pursuant to 718.112(2)(c), if 20% of the voting interests petition the Board to address an item of business, the Board shall at its next regular or special board meeting but not later than sixty (60) days after the receipt of the petition, place the item on the agenda.

Pursuant to 718.112(d)1, there shall be an annual meeting of the unit owners held at the location provided in the Association bylaws and, if the bylaws are silent as to the location, the meeting shall be held within 45 miles of the Condominium Property. This section also provides qualifications for membership on the Association Board of Directors and additionally precludes persons suspended or removed by the Division and persons with delinquent fees or assessments from serving on a board. It also adds a 5 year period after restoration of civil rights before being eligible for board membership. The terms of all board members shall expire at the annual meeting. Those members may stand for reelection unless precluded by the Association bylaws. In the event that the bylaws permit staggered terms of no more than 2 years and upon approval of a majority of the total voting interests, the association board members may serve 2-year staggered terms. If no person is interested in or demonstrates an intention to run for the position of a board member whose term has expired, such board member whose term has expired shall be automatically reappointed to the board of administration and need not stand for reelection. In a condominium association of more than 10 units, co owners of a unit may not serve as members of the board of directors at the same time.

Pursuant to 718.112(2)(d)3, candidates for a seat on the Association Board of Directors would have to certify in writing on a certification form provided by the Division that to the best of their ability, they have read and understand their Association governing documents the Condominium Act and related rules. Establishes a certification form to be provided with the election notice to Unit Owner entitled to vote for candidates for condominium association boards attesting that the candidate has read and understands to the best of his/her ability, the governing documents of the association and the provisions of Chapter 718 and any applicable rules.

Pursuant to 718.112(2)(f)1, budgets are to include estimated revenues.

Pursuant to 718.112(2)(n) and 718.112(2)(o), a member of the Board of Directors or an officer of a condominium association is considered to have abandoned their office creating a vacancy if they are 90 days delinquent or greater in paying their regular assessment. Officers and directors who are charged with a felony theft or embezzlement offense of the associations' funds or property shall be removed from office and cannot be appointed or elected as director or officer while such charge is pending. Should the charges be resolved without a finding of guilt, the director or officer shall be reinstated for the remainder of the term of office.

Pursuant to 718.1124, procedures for appointing a receiver via Unit Director petition are revised; requires prior notice and delivery to every Unit Owner of the Association by certified mail or personal delivery.

Pursuant to 718.113(6), condominiums greater than 3 stories in height must be inspected by an architect or engineer every 5 years. The inspection report for such condominium can be waived if approved prior to the end of the 5 year period.

Pursuant to 718.113(7), Unit Owners are allowed to display religious decorations not to exceed 3 inches wide, 6 inches high, and 1.5 inches deep.

Pursuant to 718.117(7)(a) and 718.227, if a receiver is appointed, the court shall direct the receiver to provide all Unit Owners written notice of his or her appointment of receiver by mail (at the address provided by the county property appraiser) or delivered within 10 days after appointment.

Pursuant to 718.121(4), no lien may be filed by the association against a condominium unit until 30 days after the date on which a notice of intent to file a lien has been delivered to the owner by registered or certified mail, return receipt requested, and by first-class United States mail to the owner at his or her last address. If the last known address is outside the U.S. the notice must be sent by first class U.S. mail to the unit and to the last known address with international postage or served on the Unit Owner.

Pursuant to 718.1265, certain emergency powers are granted to the Condominium's board of Directors in the presence of an emergency declared by the Governor to the extent allowed by law and unless specifically prohibited by the Condominium Declaration Articles or Bylaws.

Pursuant to 718.301(1)(e), turnover to the Association is required when the Developer files a petition seeking protection in bankruptcy

Pursuant to 718.301(1)(f), turnover to the Association is required when a receiver for the Developer is appointed by a circuit court and not discharged within 30 days after such appointment.

Pursuant to 718.301(4)(p), the Developer is required, at turnover, to provide an architect or engineer's turnover inspection report stating required maintenance, useful life and replacement costs of various Common Elements.

Pursuant to 718.3025(1)(f), a written maintenance or management service contract with an association must disclose any financial or ownership interest a board member or any party providing maintenance or management services to the association holds with the contracting party.

Pursuant to 718.3026, an association that may opt out of contract bid requirements must have 10 or fewer units.

Pursuant to 718.3026(3), disclosure requirements are established and a two-thirds affirmative vote regarding contracts or transactions between an association and one or more of its directors or any corporation, firm, association or entity of financial interest to one or more board members is necessary.

Pursuant to 718.303(3), the membership of the committee of the Unit Owners that conduct the hearing to determine whether a Unit Owner is fined for violation of Association rules or Bylaws shall exclude board members and person residing in a board member's household.

Pursuant to 718.111(11)(a), adequate insurance must be based on replacement cost as determined by an independent insurance appraisal or update of a prior appraisal every 36 months.

Pursuant to 718.111(11)(a)1, an association or group of associations may self insure if the insurance fund meets the requirements of Sections 624.460-624.488 of the Florida Statutes.

Pursuant to 718.111(11)(c), the policy may include deductibles which must be consistent with industry standards. The deductible may be based upon available funds including reserves and predetermined assessment authority. These may be determined at a meeting of the board which must be open to all unit owners which can be a regular board meeting.

Pursuant to 718.111(11)(a)2, no fewer than 3 communities operating under Section 719.720 or 721 of the Florida Statutes may provide for a group policy which covers the probable maximum loss associated with a 250 year windstorm event. The policy must be approved by the Office of Insurance Regulation.

Pursuant to 718.111(11)(d), a Unit Owner controlled Association must use best efforts to obtain adequate insurance to protect the Association, the Association Property, the Common Elements, and the Condominium Property that is required to be insured by the Association pursuant to the Subsection.

Pursuant to 718.111(11)(f), Association policies issued or renewed on or after January 1, 2009 must provide primary coverage for all portions of the Condominium Property as originally installed or replacement of like kind and

quality in accordance with the original plans and specifications and all material alterations or additions to the Condominium or Association Property made pursuant to 718.113(2). Personal property within a Unit or Limited Common Elements, and floor, wall and ceiling coverings, electrical, fixtures, appliances, water heaters, water filters, build-in cabinets and countertops, and window treatments are excluded.

Pursuant to 718.111(11)(g), Unit Owner hazard insurance policies issued on or after January 1, 2009 must include a provision that the coverage is excess coverage over the amount recoverable under another policy covering the same property and must include \$2,000 in special assessment coverage.

Pursuant to 718.111(11)(g)1, improvements or additions to the Condominium Property benefitting fewer than all Unit Owners must be insured by the Unit Owner or owners who use the property or such property may be insured by the Association at the expense of these same Unit Owners.

Pursuant to 718.111(11)(g)2, each Unit Owner must provide proof of their hazard and liability policy upon request by the Association, but not more than once a year. If a Unit Owner fails to provide proof within 30 days of receipt of request, the Association may purchase a policy and the policy cost or the cost of any reconstruction undertaken by the Association in the absence of such policy may be collected via a special assessment against the Unit Owner. Further, the Association is an additional insured under the policy.

Pursuant to 718.111(11)(g)3, all reconstruction work after a casualty loss shall be undertaken by the association. Unit Owners may undertake reconstruction work on portions of the unit with the prior written consent of the Board. The approval may be conditioned upon repair methods, the qualifications of the proposed contractor, or the contract that is used for that purpose. A unit owner shall obtain all required governmental permits.

Pursuant to 718.111(11)(j), repair and reconstruction expenses of all portions of the Condominium Property insured by the Association are Common Expenses. Any deductibles, uninsured losses, and other damages in excess of coverage is a Common Expense except that:

Pursuant to 718.111(11)(j)1, a unit owner is responsible for the costs of repair or reconstruction of any property not paid by insurance proceeds if such damage is caused by intentional conduct, negligence, or failure to comply with the terms of the governing documents by a Unit Owner, family members, occupants, tenants, guests, or invitees.

Pursuant to 718.111(11)(j)2, those portions of the Condominium Property which the Unit Owners are required to insure.

Pursuant to 718.111(11)(j)3, associations must reimburse unit owners from insurance proceeds to the extent the association has collected the cost of repair and reconstruction from a unit owner.

Pursuant to 718.111(11)(j)4, the Association is not obligated to pay for repair of casualty losses as a Common Expense if the losses were known or should have been known to a Unit Owner and not reported or timely filed.

Pursuant to 718.111(11)(k), associations may upon approval of a majority of the total voting interests, opt out of this provision and allocate the repair expenses in the manner provided in the declaration.

Pursuant to 718.111(11)(l), any condominium within a multi condominium association may opt out of this provision upon approval of the total voting interests of the condominium. Such opt out must be recorded in the official records of the county in which the condominium is located.

Pursuant to 718.111(11)(n), the Association is not obligated to pay for any reconstruction or repair expenses due to casualty loss to any improvements installed by a current or former Unit Owner of the Unit or by the developer if the improvement benefits only the unit for which it was installed and is not part of the standard improvements installed by the developer on all units as part of original construction, whether or not such improvement is located within the Unit.



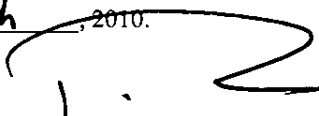
In witness, we, the undersigned, being the incorporators of this corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on March 1, 2010.

  
\_\_\_\_\_  
NICHOLAS KENT

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me by NICHOLAS KENT who ☒ is personally known to me ☐ produced the identification listed below, and is known to be the person described in and who executed the foregoing instrument.

WITNESS my hand and official seal, this 1st day of March, 2010.

  
\_\_\_\_\_  
TIMOTHY D. PADGETT, NOTARY PUBLIC  
My Commission Expires:




TIMOTHY D. PADGETT  
Commission DD 658064  
Expires July 30, 2011  
Bonded Thru Troy Fain Insurance 800-886-7010

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

The undersigned, having been designated as Agent for the service of process with the State of Florida, upon ST. FRANCIS STREET CONDOMINIUMS ASSOCIATION, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 1st day of March, 2010.

  
TIMOTHY D. PADGETT

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