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**FLORIDA PROFIT/NON PROFIT CORPORATION
EMERALD DRIVE OFFICE/WAREHOUSE CONDO ASSOCIATION, INC**

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May 3, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: EMERALD DRIVE OFFICE/WAREHOUSE CONDO ASSOCIATION, INC.
REF: W11000024536

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Non-profit corporations do not have stock. Remove the information in reference to capital, stockholders, and shares from Article V, VIII, & IX.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

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ARTICLES OF INCORPORATION

OF

EMERALD DRIVE OFFICE/WAREHOUSE CONDO ASSOCIATION, INC.

The undersigned subscriber by these Articles form a corporation not-for-profit and hereby adopt under Chapter 617, Florida Statutes, the following Articles of Incorporation:

ARTICLE I

NAME: The name of the Corporation shall be:

EMERALD DRIVE OFFICE/WAREHOUSE CONDO ASSOCIATION, INC.

ARTICLE II

ADDRESS: The initial post office address of the principal office of the Corporation in the State of Florida shall be 211 Caroline Street, Office, Cape Canaveral, FL 32920. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

The Association is formed for the purpose of maintaining, operating and managing a condominium established under Chapter 718, Florida Statutes. The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of Condominium, and all of the functions allocated to such associations by The Florida Condominium Act, Chapter 718, F.S., and the Florida Not-For-Profit Corporation Act, Chapter 617, F.S. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act.

NATURE OF BUSINESS: The general nature of the business to be conducted by the Corporation shall be and is as follows:

A. To manage and operate a commercial condominium;

B. **IN GENERAL**, and in connection with the foregoing, this Corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and none of the clauses contained in this Article shall be in anywise limited and restricted by reference to the terms of any other clauses, objects or purposes set forth in this Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

C. The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

1. To make and collect assessments against members of the Association, to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

2. To maintain, repair, replace and operate the Condominium Property and Association Property and other property acquired, or leased by the Association;

3. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.

4. To reconstruct improvements after casualty and to make further improvements of the property.

5. To make, amend and enforce reasonable rules and regulations governing the use of the common elements.

6. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-Laws.

7. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.

8. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium. All funds and the title to all property acquired by the Association shall be held for the benefit

of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

10. To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

11. To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE IV **MEMBERSHIP/OWNERSHIP**

A. The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the By-Laws; after termination of the condominium the members shall consist of those who are members at the time of such termination.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Brevard County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit. The interest 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(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. The owners of each unit, collectively, shall be entitled to one vote in Association matters as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws. On all matters on which the membership shall be entitled to vote, there shall be one (1) vote for each Unit in the Condominium (the "Voting Interest") which Voting Interest may be exercised or cast by the Owner(s) of each Unit as will be provided for in the Bylaws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one Voting Interest for each such Unit, in the manner provided by the Bylaws.

ARTICLE V

This Corporation shall have no capital stock and shall be composed of members rather than stockholders.

ARTICLE VI

EXISTENCE: The Corporation shall have perpetual existence.

ARTICLE VII

DIRECTORS: The initial number of the directors of this Corporation shall be one (1) provided, however, that the number of directors may be changed from time to time to not more than five (5) in accordance with the Bylaws of the Corporation as shall from time to time be in force and effect, but shall never be less than one (1). Except for Directors appointed by the Developer, all Directors must be members of the Association, or the spouse of a member. The term of the Directors shall be as provided in the Bylaws.

ARTICLE VII

INITIAL DIRECTORS: The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office until the first annual meeting of the Unit Owners / members of the Corporation or until their successors are elected and have qualified, are as follows:

NAME	POST OFFICE ADDRESS/ STREET ADDRESS
JEFFREY W. WELLS Managing Member of Emerald Storage, LLC	211 Caroline Street, Office Cape Canaveral, FL 32920
TEEAPORN WELLS Managing Member of Emerald Storage, LLC	211 Caroline Street, Office Cape Canaveral, FL 32920

ARTICLE IX

INCORPORATORS: The name and post office address of each incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS	OWNERSHIP
EMERALD STORAGE, LLC	211 Caroline Street, Office Cape Canaveral, FL 32920	100%

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation is 211 Caroline Street, Office, Cape Canaveral, FL 32920 and the name of the initial registered agent of the Corporation at that address is JEFFREY W. WELLS.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law.

ARTICLE XII

CONDUCT OF AFFAIRS OF CORPORATION: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved upon or reserved to the members.

(b) The initial Bylaws may be adopted by the incorporators hereto. Such Bylaws may be amended, altered or repealed only by the members of the Corporation by affirmative vote of the holders of a majority of the common stock outstanding and entitled to be voted. No such Bylaws shall be in conflict with the provisions of the Articles of Incorporation or of any outstanding prior agreements of the members which appear of record in the minute book or other records of the Corporation.

(c) The Corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such

terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

(d) At all elections of directors, each unit owner shall be entitled to as many votes as shall equal the number of units owned multiplied by the number of directors to be elected, and he may cast all of such votes, in person or by proxy, for a single director or distribute them among the number to be voted for, or any two or more of the number to be voted, as he may see fit.

(f) No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be interested.

ARTICLE XIII

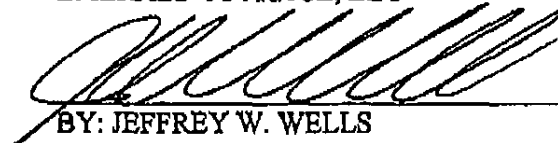
AMENDMENTS: The Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the members herein are granted subject to this reservation.

A. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interest at any annual or special meeting, or by approval in writing of the owners of two-thirds (2/3) of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association and that the notice contains a copy of the proposed Amendment.

B. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Brevard County, Florida.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal this _____ day of May, 2011 for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

EMERALD STORAGE, LLC

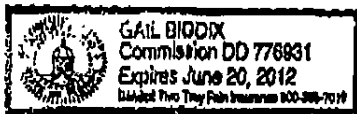

BY: JEFFREY W. WELLS
Its: Managing Member

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared this 3 day of May, 2011, JEFFREY W. WELLS as managing member of Emerald Storage, LLC, ~~()~~ who produced: N/A as identification or (✓) who is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the

foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 3 day of May, 2011.



Gail Biddix
NOTARY PUBLIC of Florida
My Commission Expires: *June 20, 2012*

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

EMERALD DRIVE OFFICE / WAREHOUSE CONDO ASSOCIATION, INC., a Corporation organized under the laws of the State of Florida with its principal office located at 21 Caroline Street, Office, Cape Canaveral, FL 32920 has named JEFFREY W. WELLS located at 211 Caroline Street, Office, Cape Canaveral, FL 32920 as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

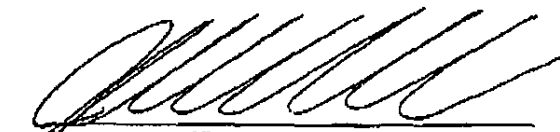
NAME & TITLE	ADDRESS
JEFFREY W. WELLS Managing Member of Emerald Storage, LLC President and Treasurer	211 Caroline Street, Office Cape Canaveral, FL 32920
TEEAPORN WELLS Managing Member of Emerald Storage, LLC Secretary	211 Caroline Street, Office Cape Canaveral, FL 32920

NEWLY APPOINTED DIRECTORS:

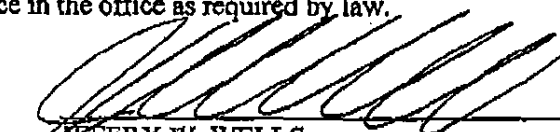
NAME	ADDRESS
JEFFREY W. WELLS Managing Member of Emerald Storage, LLC	211 Caroline Street, Office Cape Canaveral, FL 32920

TEBAPORN WELLS
Managing Member of Emerald
Storage, LLC

211 Caroline Street, Office
Cape Canaveral, FL 32920


Corporate Officer
JEFFERY W. WELLS
Managing Member of Emerald Storage, LLC

I, JEFFREY W. WELLS, agree as Registered Agent to accept service of process and to post my name in some conspicuous place in the office as required by law.


JEFFERY W. WELLS
Registered Agent

RECORDED
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