

08/11/2011 12:33 FAX 954 956

STEARNS WEAVER MILLER

Page 1 of 1

**NH1000007654**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000201733 3)))



H11000201733ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : STEARNS WEAVER MILLER ET AL FT. LAUDERDALE  
Account Number : I20080000044  
Phone : (954) 462-9571  
Fax Number : (954) 462-9567

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 AUG 11 AM 10:25

APPROVED  
AND  
FILED

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FLORIDA PROFIT/NON PROFIT CORPORATION  
ELLA CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 AUG 11 PM 4:11

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

UN

H11000201733

11 AUG 11 AM 10:25

**ARTICLES OF INCORPORATION  
OF  
ELLA CONDOMINIUM ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be ELLA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation".

**ARTICLE II - PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes for the operation and governance of THE ELLA AT ENCORE, a Condominium (the "Condominium"), located upon lands in Hillsborough County, Florida, said property to be described in the Declaration of Condominium applicable thereto (the "Declaration") to be recorded in the Public Records of Hillsborough County, Florida.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers, except as compensation for services rendered.

Section 2. Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Corporation shall have all of the powers and duties contemplated in the Declaration and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

- (a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.
- (b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.
- (c) To maintain, repair, replace and operate the Condominium Property.

H11000201733

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

(f) To make and amend reasonable rules and regulations.

(g) To perform such functions as may be specified in the Declaration and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration, these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

(j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.

(m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(o) To bring suit as may be necessary to protect the Corporation's interests, the interests of the Corporation's members, or the Condominium Property.

H11000201733

**ARTICLE III - DEVELOPER**

The Ella at Encore, LP, a Florida limited partnership (the "Developer"), intends to make and declare a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as THE ELLA AT ENCORE, A CONDOMINIUM.

**ARTICLE IV - TERM**

The term for which this Corporation shall exist shall be perpetual unless terminated by another provision of the Declaration. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation is created, or for the general welfare of the residents of the county in which the Condominium is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

Jerome D. Ryans  
1529 W. Main Street  
Tampa, FL 33607

**ARTICLE VI - DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3) directors. Until control of the Corporation is transferred to Unit Owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Corporation.

The first Board of Directors shall be comprised of four (4) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first directors are:

Name	Address
Leroy Moore	1529 W. Main Street Tampa, FL 33607
Roxanne Amoroso	Bank Of America Merrill Lynch Mail Code: FL1-400-06-08 101 E. Kennedy Blvd. 6th Floor

#880361 v3  
12482-0003  
Articles of Incorporation, Ella Condominium

H11000201733

H11000201733

	Tampa, FL 33602
Andy Libby	1529 W. Main Street Tampa, FL 33607
Eileen M. Pope	Bank of America, Merrill Lynch NC1-007-11-25 100 N. Tryon Street, 11th Floor Charlotte, NC 28255-0001

### **ARTICLE VII - OFFICERS**

The officers of the Corporation shall be a President, one or more Vice Presidents, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of one year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Corporation. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

President:	Leroy Moore
Vice President:	Roxanne Amoroso
Treasurer:	Andy Libby
Secretary:	Eileen M. Pope

### **ARTICLE VIII - BY-LAWS**

The initial By-Laws of the Corporation shall be attached as an exhibit to the Declaration and shall be adopted by the first Board of Directors. The initial By-Laws may be altered, amended or rescinded in the manner provided by the By-Laws.

### **ARTICLE IX - MEMBERS**

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the Owner(s) of each Unit shall only be entitled to one vote as a member of the Corporation. In the event a Unit in the Condominium is owned by a legal entity other than a natural person, the officer, director or other official so designated by such legal entity shall exercise its membership rights. After the Corporation approves of a conveyance of a Unit in the Condominium as provided in the Declaration, as amended from time to time, the change of membership in the Corporation shall be evidenced in the Corporation records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance. The manner of

#880361 v3  
12482-0003

Articles of Incorporation, ELLA Condominium

HI1000201733

designating voting members and exercising voting rights shall be determined by the By-Laws, as amended from time to time.

#### ARTICLE X - AMENDMENTS

Prior to the recording of the Declaration in the Public Records, these Articles may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary and filed in the Office of the Secretary of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendments, and give the date of adoption of the amendment by the Board. A certified copy of each such amendment shall always be attached to any certified copies of these Articles or a certified copy of the Articles as restated to include such amendments and shall be an exhibit to the Declaration upon the recording of each Declaration. This Article X is intended to comply with Chapter 617, Florida Statutes.

After the recording of the Declaration in the Public Records, amendments to these Articles shall be proposed and adopted in the following manner:

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Corporation, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Corporation, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Corporation entitled to vote thereon.

(d) The majority of the Board of Directors may approve amendments, without a meeting or vote of the members of the Corporation, in order to bring the Articles of Incorporation into compliance with all applicable laws, ordinances or regulations of any governmental agency or any public, quasi-public or private entity.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Condominium documents, as same may be amended from time to time, without the written consent of the Developer.

#880361 v3  
12482-0003

Articles of Incorporation, ELLA Condominium

HI1000201733

**ARTICLE XI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be 1529 W. Main Street, Tampa, FL 33607, or at such other place or places as may be designated from time to time.

**ARTICLE XII - SUBSCRIBER**

The name and address of the Subscriber to these Articles are as follows:

The Ella at Encore, LP  
1529 W. Main Street  
Tampa, FL 33607

**ARTICLE XIII - INDEMNIFICATION**

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE XIV - EFFECTIVE DATE**

The Corporation shall be effective from the date of filing of these Articles with the Secretary of State.


**ARTICLE XV - REGISTERED AGENT**

The initial Registered Agent of the Corporation shall be Bernice S. Saxon of Saxon, Gilmore, Carraway & Gibbons, P.A., Fifth Third Center, 201 E. Kennedy Blvd., Suite 600, Tampa, Florida 33602.

[Signatures on Following Page]

HI1000201733

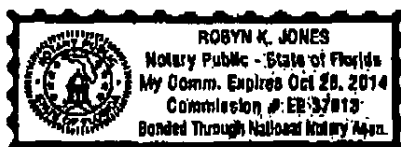
IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 11<sup>th</sup> day of August, 2011.

  
Jerome D. Ryans, Incorporator

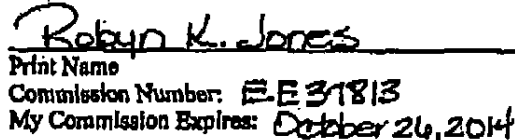
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this day 11<sup>th</sup> of August, 2011, by Jerome D. Ryans, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.



  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

  
Print Name  
Commission Number: EE37813  
My Commission Expires: October 26, 2014

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Bernice S. Saxon of Saxon, Gilmore, Carraway & Gibbons, P.A., hereby accepts the appointment as Registered Agent of ELLA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, which is contained in the foregoing Articles of Incorporation.

DATED this 11<sup>th</sup> day of August, 2011.

  
Bernice S. Saxon, Registered Agent

c:\amphouse\ella\form\articles of incorporation ella condominium- rev - 08-10-11.docx

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 AUG 11 AM 10:25

APPROVED  
AND  
FILED

HI1000201733