

N 11000008543

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

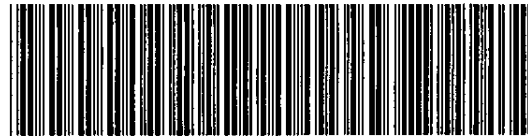
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

6408-2557-611

W11000043879



000211086910

08/22/11--01030--009 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 SEP - 8 AM 11:26

9/9/11

FEE, DeROSS & FEE, P.L.

ATTORNEYS AT LAW

SINCE 1905

FRANK H. FEE, III
FRANK H. FEE, IV
JOSEPH J. DeROSS, JR., P.A.

426 AVENUE A
FORT PIERCE, FLORIDA 34950

FRED FEE (1888-1939)
FRANK FEE (1913-1983)

TELEPHONE
(772) 461-5020

POPPELL HOUSE
A Designated Historic Property

TELECOPIER
(772) 468-8461

Writer's E-Mail
ffee@feederossfee.com

August 19, 2011

Department of State
Division of Corporations
2661 W Executive Center Cir
Clifton Building
Tallahassee, FL 32301

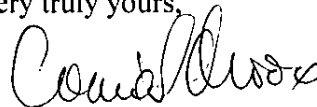
Re: Sunshine Mirror Owners' Association, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Sunshine Mirror Owners' Association along with our check in the amount of \$78.75 for filing fee, registered agent designation and certified copy. Enclosed is a return envelope for the certified copy.

Please advise if you need anything further to complete the filing. Thank you.

Very truly yours,



Connie S. Moore
Legal Assistant

FHF/csm
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 SEP -8 AM 11:26



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 23, 2011

FEE, DEROSS & FEE, P.L.
426 AVENUE A
FORT PIERCE, FL 34950

SUBJECT: SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.
Ref. Number: W11000043879

We have received your document for SUNSHINE MIRROR OWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 811A00019728

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 SEP - 8 AM 11:26

2011 SEP -8 AM 11:26

ARTICLES OF INCORPORATION
OF
SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.

The undersigned, by these Articles of Incorporation, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be **SUNSHINE MIRROR OWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to as the **Association**.

ARTICLE II - PURPOSE

A. This Association is organized to provide an entity to own and operate certain lands located in St. Lucie County, Florida, which lands are to be used in common by the members of the Association, which membership shall consist of the owners of both Units of **SUNSHINE MIRROR COMPLEX**, in keeping with the terms and conditions set forth in the **Declaration of Party Wall and Protective Covenants for Sunshine Mirror Complex ("Declaration")**, and to see to the enforcement of such covenants.

B. The Association shall make no distribution of income to its members, Directors or officers.

ARTICLE III - TERM

The term of the Association shall be perpetual.

ARTICLE IV - MEMBERS

A. The members of the Association shall be both of the record owners of **Unit I** and **Unit II** of **SUNSHINE MIRROR COMPLEX**.

B. Change of membership of the Association shall be evidenced by recording in the public records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a Unit in **SUNSHINE MIRROR COMPLEX** and delivery to the Association of a copy of such

instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds and properties of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to its Unit.

D. The owner of each Unit shall be entitled to vote its percentage of interest as a member of the Association as determined by the Declaration.

ARTICLE V - DIRECTORS

A. The affairs of the Association will be managed by a board consisting of three (3) Directors. Directors need not be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The first election of Directors shall not be held until both Units are sold and closed. The Directors named in these Articles of Incorporation shall serve until the first election of Directors, and any vacancy in their number occurring before the first election shall be filled by the remaining Directors.

D. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed are as follows:

DALE T. REED

7300 Commercial Circle
Fort Pierce, Florida 34951

ROBERT A. SCHNELLER

7300 Commercial Circle
Fort Pierce, Florida 34951

RYAN D. REED

7300 Commercial Circle
Fort Pierce, Florida 34951

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
DALE T. REED	President	7300 Commercial Circle Fort Pierce, Florida 34951
ROBERT A. SCHNELLER	Vice President	7300 Commercial Circle Fort Pierce, Florida 34951
RYAN D. REED	Secretary/Treasurer	7300 Commercial Circle Fort Pierce, Florida 34951

ARTICLE VII - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VIII - POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association 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.

B. The Association shall have all of the powers and duties set forth in the Declaration, except as limited by these Articles of Incorporation, and all of the powers and duties reasonably necessary to operate the **SUNSHINE MIRROR COMPLEX** property pursuant to the Declaration as they may be amended from time to time, including, but not limited to the following:

1. To make and collect monthly charges to Unit owners to pay the costs and expenses of the **SUNSHINE MIRROR COMPLEX**.

2. To use the proceeds of monthly charges in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the property of the Association.

4. To maintain and repair the building exterior of **SUNSHINE MIRROR COMPLEX**.

5. To make and collect monthly charges to Unit owners to purchase insurance upon the property of the Association and insurance for the protection of the Association and its members, as well as to purchase casualty insurance covering each of the business/industrial Units at **SUNSHINE MIRROR COMPLEX** in an amount equal to the maximum insurance replacement value, excluding foundation and excavation costs.

6. To collect with interest, costs and attorneys' fees, all overdue monthly charges to Unit owners, asserting liens against Units when necessary.

7. To reconstruct the improvements after casualty and to further improve the property.

8. To make and amend reasonable regulations regarding the use of the property of the Association, provided, however, that all such regulations and their amendments shall be approved by not less than sixty percent (60%) of the vote of the entire membership of the Association before such shall become effective.

9. To contract for maintenance, repair and replacements of Association property and for the maintenance and repair of building exterior of **SUNSHINE MIRROR COMPLEX**.

10. To employ personnel to perform the services required for proper operation and management of the Association property, including the keeping of proper business and financial records.

C. The Association shall not have the power to purchase a Unit at **SUNSHINE MIRROR COMPLEX** except at a sale in foreclosure of a lien for monthly charges for common expenses, at which sale the Association shall bid not more than the amount secured by the lien.

D. All funds and properties acquired by the Association and the proceeds thereof shall be held in undivided shares of Unit owner members in accordance with their percentage of

membership interests as provided by the Declaration, these Articles and the By-Laws promulgated pursuant to these Articles.

E. The powers of the Association shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IX - AMENDMENTS

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

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by any member of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than sixty percent (60%) of the votes of the membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership or the voting rights of members.

ARTICLE X - INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjusted guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or officer may be entitled.

ARTICLE XI - DISSOLUTION

This Association may be dissolved pursuant to Florida law, provided such dissolution is proposed and adopted in the same manner for the adoption of amendment to these Articles as set forth in Article IX hereof.

ARTICLE XII - SUBSCRIBERS

The names and addresses of the subscribers of these Articles are as follows:

<u>Name</u>	<u>Address</u>
DALE T. REED	7300 Commercial Circle Fort Pierce, Florida 34951
ROBERT A. SCHNELLER	7300 Commercial Circle Fort Pierce, Florida 34951
RYAN D. REED	7300 Commercial Circle Fort Pierce, Florida 34951

ARTICLE XIII - REGISTERED AGENT AND OFFICE


The initial registered office of the corporation shall be located at 7300 Commercial Circle Fort Pierce, Florida 34951. The initial Registered Agent at said address shall be **DALE T. REED**.

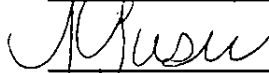
ARTICLE IX - PRINCIPAL OFFICE


The principal office of the corporation shall be located at 7300 Commercial Circle, Fort Pierce, Florida 34951.


IN WITNESS WHEREOF, the subscribing incorporators have affixed their signatures this
18TH day of AUGUST, 2011.


Signed, sealed and delivered in the presence of:



Thomas Bourbonniere, WITNESS


Kristie Lusby, WITNESS


Linda C. Cunningham, WITNESS



LARRY C. CUNNINGHAM, WITNESS


Thomas Bourbonniere, WITNESS


Kristie Lusby, WITNESS

 (SEAL)
DALE T. REED, Subscriber

 (SEAL)
ROBERT A. SCHNELLER, Subscriber

 (SEAL)
RYAN D. REED, Subscriber

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **DALE T. REED**, to me known to be the person named as Subscriber in the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he did subscribe to said Articles.

WITNESS MY hand and official seal in the State and County aforesaid this 17th day of August, 2011.



(NOTARY STAMP)

Melissa A. Jaksch
_____, NOTARY PUBLIC
My Commission No.: DD 955049
My Commission Expires: 01/24/2014

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **ROBERT A. SCHNELLER**, to me known to be the person named as Subscriber in the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he did subscribe to said Articles.

WITNESS MY hand and official seal in the State and County aforesaid this 18th day of AUGUST, 2011.

(NOTARY STAMP)

Linda Gail Coughlin
_____, NOTARY PUBLIC
My Commission No.: _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **RYAN D. REED**, to me known to be the person named as Subscriber in the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he did subscribe to said Articles.

WITNESS MY hand and official seal in the State and County aforesaid this 17th day of August, 2011.



Melissa A. Jaksch
_____, NOTARY PUBLIC
My Commission No.: DD955049
My Commission Expires: 01/24/2014

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.


DALE T. REED

9/6/2011
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2011 SEP -8 AM 11:26