

Division of Corporations

Page 1 of 1

**N11000010979**

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.**

(((H11000279304 3)))



H110002793043ABC

**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 : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN  
Account Number : 072720000266  
Phone : (941)366-4800  
Fax Number : (941)552-7141

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

Email Address: acarter@hyattvri.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
S.K. CONDOMINIUM II ASSOCIATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

*K 11/29/11*

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED  
11 NOV 28 PM 4:42  
DIVISION OF CORPORATIONS

FILED  
11 NOV 28 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000279304 3

ARTICLES OF INCORPORATION

OF

S.K. CONDOMINIUM II  
ASSOCIATION, INC.

(a corporation not-for-profit)

FILED  
11 NOV 28 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

All terms used in these Articles of Incorporation of S.K. Condominium II Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Siesta Key Beach Residences II, a Condominium (the "Declaration"), unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be S.K. Condominium II Association, Inc. For convenience this corporation will be referred to as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as Siesta Key Beach Residences II, a Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.

2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will 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, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.

2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

H11000279304 3

#### ARTICLE IV

##### Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share 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 member's Unit.

#### ARTICLE V

##### Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as determined by the Bylaws, and in the absence of such determination the board of directors will consist of three (3) directors.
2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

#### ARTICLE VI

##### Officers

The affairs of the Association will be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors will from time to time determine. Such officers will be elected by the board of directors at its first meeting following the annual members meeting. Officers will serve without compensation at the pleasure of the board of directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of president and vice-president will not be held by the same person, nor will the offices of president and secretary or assistant secretary or treasurer or assistant treasurer be held by the same person.

FILED  
11 NOV 28 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000279304 3

## ARTICLE VII

### Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE VIII

### Bylaws

The Bylaws will be adopted by the board of directors and may be altered, amended or rescinded as provided in the Bylaws.

## ARTICLE IX

### Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of two-thirds (2/3) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof is required.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of the entire membership of the directors and by not less than a majority vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Sarasota County, Florida.

004/007  
11 NOV 28 AM 10:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000279304 3

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project.

6. Any amendment which would affect the surface water management system as permitted by the Florida Department of Environmental Protection, including any environmental conservation areas and the water management portions of the Common Elements, must be submitted to the Florida Department of Environmental Protection for a determination of whether the amendment necessitates a modification of the surface water management permit prior to becoming effective.

## ARTICLE X

### Surface Water Management System

With respect to the surface water management system, the Fractional Association shall operate, maintain, repair and replace the surface water management system as permitted by the Florida Department of Environmental Protection, including all lakes, retention areas, culverts and related appurtenances. The surface water management system is a Common Element of the Fractional Condominium and a Shared Area and all costs associated with operating, maintaining, repairing, and replacing the surface water management system shall be collected in accordance with Article VIII of the Declaration and Article VI of the Master Declaration. The Association shall also be responsible for cooperating with the Fractional Association to successfully complete any wetland mitigation monitoring that may be required, including meeting all conditions associated with mitigation maintenance and monitoring as may be described in any surface water management permit.

## ARTICLE XI

### Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration.

## ARTICLE XII

### Incorporator

The name and residence of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Williams, Parker, Harrison, Dietz & Getzen	200 South Orange Avenue, Sarasota Sarasota, Florida, Florida 34236

FILED  
11 NOV 28 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000279304 3

## ARTICLE XIII

Registered Agent

The Association hereby appoints Cross Street Corporate Services, LLC as its Registered Agent to accept service of process within this state, with the Registered Office located at 200 South Orange Avenue, Sarasota, Florida 34236.

## ARTICLE XIV

Principal Office

The address of the principal office of the Association is at 140 Fountain Parkway, Suite 570, St. Petersburg, Florida 33716.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this 18 day of November, 2011.

WILLIAMS, PARKER, HARRISON, DIETZ  
& GETZEN, P.A.

By: 

William M. Seider  
As its: President

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18 day of November 2011, by William M. Seider, as President of WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A., a Professional Association, on behalf of the association. The above-named person is personally known to me or has produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named person is personally known to me.



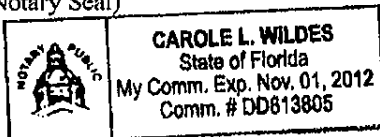
Signature of Notary Public

Carole Wildes

Print Name of Notary Public

I am a Notary Public of the State of \_\_\_\_\_,  
and my commission expires on \_\_\_\_\_

(Notary Seal)



FILED  
11 NOV 28 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000279304 3

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That S.K. CONDOMINIUM II ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, has named Cross Street Corporate Services, LLC, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with Section 617.0501, Florida Statutes.

CROSS STREET CORPORATE  
SERVICES, LLC

By: 

William M. Seider  
As a Vice President

DATED: November 18, 2011

SOLICITORS, 091738, 000001, 103925618.3, Articles - Siesta Key (Initial Filing 100311)

FILED  
11 NOV 28 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H11000279304 3