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FLORIDA PROFIT/NON PROFIT CORPORATION  
North Key Plaza Condominium Association, Inc.

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NORTH KEY PLAZA CONDOMINIUM ASSOCIATION, INC.

ATTACHED PLEASE FIND THE ARTICLES CORRECTING THE NUMERIC ORDER.

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February 24, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

KIRK PINKERTON, A PROFESSIONAL ASSOCIATION

SUBJECT: NORTH KEY PLAZA CONDOMINIUM ASSOCIATION, INC.  
REF: W12000010850

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.

Articles must be in numeric order. You are missing Article XII.

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## ARTICLES OF INCORPORATION

of

NORTH KEY PLAZA  
CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.NAME OF CORPORATION

The name of this corporation shall be NORTH KEY PLAZA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II.GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as NORTH KEY PLAZA CONDOMINIUM ("NORTH KEY PLAZA") located in the County of Manatee Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III.POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and the Declaration of Condominium of NORTH KEY PLAZA (the "Declaration of Condominium"). The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships, easements, licenses and other possessory or use interests for terms up to and including 99 years, whether or

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not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members; including but not limited to lease of recreation areas and facilities. The Association may contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds shall be made available by the Association for such purposes. The Association may contract for and acquire one or more Condominium Units within the Condominium it operates, for such purposes that are not in conflict with the Declaration of Condominium, these Articles of Incorporation or the Bylaws, including for the purposes of providing a Unit(s) for the manager(s) of the Condominium which the Association operates, which shall include the power to assume or grant a mortgage encumbering the Unit(s) acquired by the Association. The Association may obtain loans for purposes of meeting the financial needs of running the Condominium it operates, and as security therefore, pledge the income from Assessments collected from Unit Owners. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

#### ARTICLE IV.

##### MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of NORTHKEY PLAZA as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal

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entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

#### ARTICLE V.

#### VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be cast as set forth in the Declaration of Condominium.

#### ARTICLE VI.

#### INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

#### ARTICLE VII.

#### EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VIII.

#### REGISTERED AND PRINCIPAL OFFICE AND REGISTERED AGENT

The registered and principal office of the corporation shall be at 5430 Proctor Road, Sarasota, FL 34233 and the registered agent at such address shall be John M. Albritton.

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ARTICLE IX.

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than five (5) persons, as determined in accordance with the bylaws.

ARTICLE X.

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

	<u>Name</u>	<u>Office</u>	<u>Address</u>
1.	John M. Albritton	President & Director	5430 Proctor Road Sarasota, FL 34233
2.	John B. Albritton	Vice-President & Director	5430 Proctor Road Sarasota, FL 34233
3.	Laura J. Albritton	Secretary/Treasurer & Director	5430 Proctor Road Sarasota, FL 34233

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor

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in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation,

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partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment Notwithstanding anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE XII.

##### BYLAWS

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

#### ARTICLE XIII.

##### SUBSCRIBERS

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

- |    |                    |                              |   |
|----|--------------------|------------------------------|---|
| 1. | John M. Albritton  | President & Director         | 5430 Proctor Road<br>Sarasota, FL 34233 |
| 2. | John B. Albritton  | Vice-President &<br>Director | 5430 Proctor Road<br>Sarasota, FL 34233 |
| 3. | Laura J. Albritton | Secretary/Treasurer          | 5430 Proctor Road<br>Sarasota, FL 34233 |

#### ARTICLE XIV.

##### AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

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IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have  
hereunto set our hands and seals this 16 day of February, 2012.

John M. Albritton  
John M. Albritton

John B. Albritton  
John B. Albritton

Laura J. Albritton  
Laura J. Albritton

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of February, 2012, by John M. Albritton, as President of North Key Plaza Condominium Association, Inc., on behalf of the corporation. He is personally known to me or produced known to me as identification and who did not take an oath.

(NOTARIAL SEAL)

RODNEY LEONARD HOPPER  
Notary Public, State of Florida  
My comm. exp. July 6, 2012  
Comm. No. DD 803476

Rodney Leonard Hopper  
\* Rodney Leonard Hopper  
\*(Print Name of Notary Public)  
Notary Public - State of \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
Commission Number \_\_\_\_\_

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STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of February, 2012, by John B. Albritton, as Vice-President of North Key Plaza Condominium Association, Inc., on behalf of the corporation. He is personally known to me or produced Know to me as identification and who did not take an oath.

(NOTARIAL SEAL)

RODNEY LEONARD HOPPER  
Notary Public, State of Florida  
My comm. exp. July 6, 2012  
Comm. No. DD 803476

Rodney Leonard Hopper  
\* Rodney Leonard Hopper  
\*(Print Name of Notary Public)  
Notary Public - State of \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
Commission Number \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16 day of February, 2012, by Laura J. Albritton, as Secretary of North Key Plaza Condominium Association, Inc., on behalf of the corporation. She is personally known to me or produced Know to me as identification and who did not take an oath.

(NOTARIAL SEAL)

RODNEY LEONARD HOPPER  
Notary Public, State of Florida  
My comm. exp. July 6, 2012  
Comm. No. DD 803476

Rodney Leonard Hopper  
\* Rodney Leonard Hopper  
\*(Print Name of Notary Public)  
Notary Public - State of \_\_\_\_\_  
My Commission Expires \_\_\_\_\_  
Commission Number \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

John M. Albritton  
John M. Albritton

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