

MAY. 11. 2012 2:30PM
Division of Corporations

TRENAM KEMKER

NO 3131 P.
Pg 1 of 1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
B & G Office Condominium Association, Inc.

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**ARTICLES OF INCORPORATION
OF**

B & G OFFICE CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of this corporation is **B & G OFFICE CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as "**Association.**"

ARTICLE II

PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a professional office condominium in Hillsborough County, Florida, known as **B & G OFFICE CONDOMINIUMS**, hereinafter referred to as the "**Condominium.**" The Declaration of Condominium and any amendments thereto, whereby said Condominium has or will be created, is herein called the "**Declaration.**" Capitalized terms herein shall, unless otherwise defined, have the meanings ascribed to them in the Declaration.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

Section 1. The members of the Association shall constitute all the record owners of office Units in the Condominium. After receiving the approval of the Association to the sale, exchange or other conveyance of a Unit, as required under the Declaration, change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a Unit and the delivery to the Association of a copy of such instrument. The Unit Owner designated by such instrument thus becomes a member of the Association and the membership of the prior Unit Owner of such Unit shall thereupon be terminated.

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Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his Unit.

Section 3. Entitlement to voting as a member of the Association, together with the exact number of votes to be cast by Unit Owners of a Unit and the manner of exercising said voting rights is more particularly set forth and shall be determined by the Declaration and Bylaws of the Association.

ARTICLE IV

CORPORATE EXISTENCE AND TERM

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida, and the term of the Association shall be perpetual.

ARTICLE V

DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by its Board of Administration. The directors and officers may lawfully and properly exercise the powers set forth herein, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the corporation of the powers pertinent thereto.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Administration.

Section 2. This corporation shall have four (4) members of the board initially. The number of directors may be changed from time to time as provided by the By-laws, but their number may never be less than three (3), unless a lower number is permitted by Chapter 718, Florida Statutes, as the same may be amended from time to time.

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Section 3. Directors of the Association shall be elected at the annual meeting of members in the manner determined by the By-laws or as otherwise provided below. Directors may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-laws. As provided in the Declaration, the record Owners of the two Units in the Condominium, for so long as there are two (2) and only two (2) such Units, have agreed to elect each other, and/or their designees, to the Board in equal numbers, so that there will always be equal voting representation on the Board of the Association by the two Unit Owners in the Condominium.

Section 4. The first election of directors shall be held annually at the annual meeting of the Association or at any time that there is a conveyance of one to the Units resulting in a change in members. The directors named in these articles shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

Section 5. Directors need not be members of the Association.

Section 6. The names and addresses of the initial Board of Administration are as follows:

<u>Name</u>	<u>Address</u>
John A. Busciglio	515 Corner Drive, Brandon, Florida 33511
W. Edward Gonzalez	517 Corner Drive, Brandon, Florida 33511
Diana M. Busciglio	515 Corner Drive, Brandon, Florida 33511
Mayling Gonzalez	517 Corner Drive, Brandon, Florida 33511

ARTICLE VII

OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer. The same person may hold the offices of the Secretary and Treasurer simultaneously.

Section 2. The names of the persons who are to serve as officers of the Association are as follows:

<u>Office</u>	<u>Name</u>
President	John A. Busciglio
Vice President	Diana M. Busciglio
Vice President	Mayling Gonzalez
Secretary/Treasurer	W. Edward Gonzalez

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Section 3. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration.

Section 4. The officers shall have such duties, responsibilities and powers as provided in the By-laws and by Chapter 718, Florida Statutes.

ARTICLE VIII

BY-LAWS

The membership shall adopt By-laws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional By-laws or alterations or rescission of the By-laws shall be enacted by a majority vote of the members of the Association.

ARTICLE IX

AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than the majority of the entire membership of the Board of Administration and a majority of the members of the Association, or by not less than unanimous vote of the entire membership of the Association. Any amendment to these Articles will be voted upon only after notice of any meeting as required by the By-laws of the Association.

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is: 517 Comer Drive, Brandon, Florida 33511, and the name of the initial registered agent of the Association at that address is: W. Edward Gonzalez. The principal address is the same as the registered office address.

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ARTICLE XI**POWERS**

The Association shall have the following additional powers:

Section 1. All the powers set forth and described in Chapter 617 of the Florida Statutes.

Section 2. All of the powers of a Condominium Association as set forth in Chapter 718, Florida Statutes, if any.

Section 3. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf course, marinas, tennis clubs, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment recreation or other use or benefit of the Unit Owners.

Section 4. To contract with any person, firm or entity for the operation, maintenance or repair of the Condominium Property; provided, however, that any such contract shall not be in conflict with the powers and duties of the Association, nor the rights of Unit Owners as provided in the Condominium Act and these enabling documents.

Section 5. To enter into a maintenance agreement with other condominiums to provide for acquisition, maintenance, replacement and repair of facilities to be used jointly.

Section 6. To acquire by purchase or otherwise, Units of the condominium, subject, nevertheless, to the provisions of the Declaration and/or By-laws relative thereto.

Section 7. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-laws.

ARTICLE XII**SUBSCRIBERS**

The names and addresses of the subscriber(s)/incorporator(s) to these Articles of Incorporation are as follows:

John A. Busciglio, 515 Corner Drive, Brandon, Florida 33511
W. Edward Gonzalez, 517 Corner Drive, Brandon, Florida 33511

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ARTICLE XIII**INTERPRETATION; MEDIATION; ARBITRATION**

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing the Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

Notwithstanding any provision of these Articles to the contrary, any claim, controversy or dispute arising between Unit Owners under or in connection with their rights and obligations as Unit Owners, or as members of the Board of Directors of the Association (collectively referred to herein as a "Dispute"), cannot be resolved to the mutual satisfaction of the Unit Owners by good faith and diligent negotiations, within a period of ten (10) days after delivery of a written notice by one Unit Owner to the other, then the Unit Owners agree to submit the Dispute first to non-binding mediation to be performed by a private mediator mutually acceptable to the parties, in accordance with the mediation rules of procedure then in effect in the Circuit Court in and for the Thirteen Judicial Circuit of the State of Florida, Hillsborough County, with the cost of the mediation to be divided equally by the parties and paid promptly. If the issues presented cannot be resolved by mediation, then they shall be submitted to compulsory, binding arbitration in Hillsborough County, Florida using a private, Florida-based arbitration firm mutually acceptable to the parties and proceeding under the procedures set forth in the Florida Arbitration Code, or, if the parties cannot agree with respect to the identity of the arbitrator as aforesaid, an arbitrator selected under and in accordance with the procedures set forth in the Commercial Arbitration Rules of the American Arbitration Association, with the costs of such arbitration to be divided equally by the parties and paid promptly. Notwithstanding the foregoing, however, each of the parties will bear its own attorneys' fees and costs incurred through both the aforesaid mediation and arbitration proceedings. Any award issued by the arbitrator or arbitrators may be enforced by the prevailing party in any court of competent jurisdiction in Hillsborough County, Florida, including enforcement by issuance of an award of damages, a mandatory injunction, and/or a decree of specific performance.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal on this 1st day of May, 2012.

[Executions and acknowledgments follow immediately on next page]

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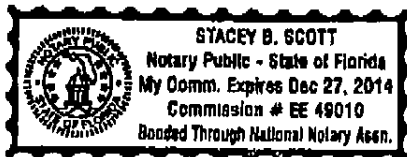
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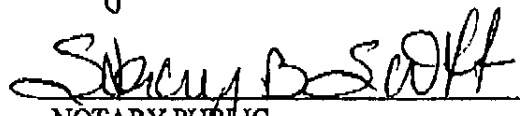

JOHN A. BUSCIGLIO

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me by John A. Busciglio,
individually, who is personally known to me or who produced a valid driver's license as
identification, this 1st day of may, 2012.




NOTARY PUBLIC

STATE OF Florida
My Commission Number: EE49010
My Commission Expires: Dec. 27, 2014

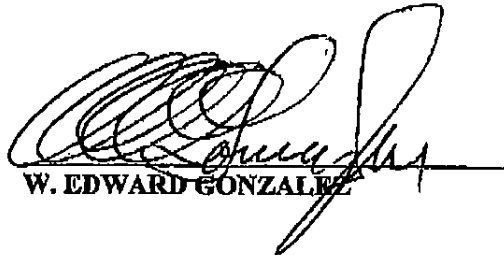
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TRENAM KEMKER

NO. 3131 P. 9

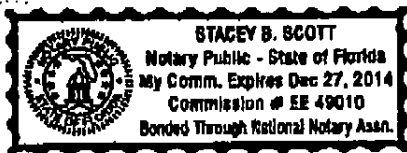
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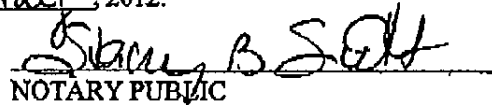

W. EDWARD GONZALEZ

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledge before me by W. Edward Gonzalez, individually, who is personally known to me or who produced a valid driver's license as identification, this 1st day of may, 2012.




NOTARY PUBLIC

STATE OF Florida
My Commission Number: EE 49010
My Commission Expires: Dec 27 2014

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

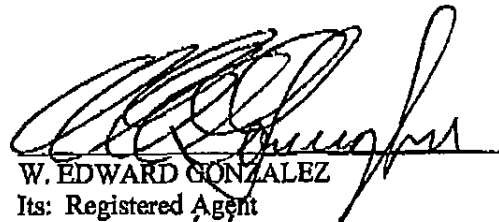
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is B & G Office Condominium Association, Inc.
2. The name and address of the registered agent and office are:

NameAddress

W. Edward Gonzalez 517 Comer Drive, Brandon, Florida 33511

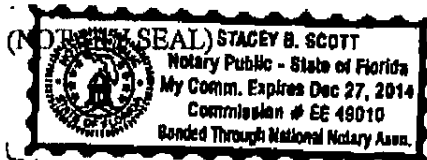
Having been named as registered agent and agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

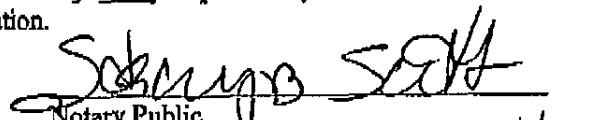

W. EDWARD GONZALEZ
Its: Registered Agent
Date: 5/11/12

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11 day of May, 2012 by W. Edward Gonzalez. He *[check applicable]* ☒ is personally known to me or has produced a valid driver's license as identification.




Notary Public
Print Name: Stacey B. Scott
My Commission Expires: Dec. 27, 2014

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