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May 23, 2012

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation  
Ninth Street Professional Center Condominium Association, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, along with an extra copy, and a check in the amount of \$78.75 for the filing fee and certified copy.

I thank you for your attention to this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

  
Tiffany A. Grant

JRC:dmc  
Enclosures

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TALLAHASSEE, FLORIDA

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2012 MAY 29 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NINTH STREET PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.**

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

**ARTICLE I - NAME AND PRINCIPAL ADDRESS**

The name of this corporation is NINTH STREET PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC. The principal place of business and mailing address of the corporation is 7451 Dr. Martin Luther King Jr. Street North, St. Petersburg, FL 33702. For convenience, this corporation shall be referred to in this instrument as the "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 or Association, as referred to in and authorized by §718.111, Florida Statutes. The purpose for which the Corporation is organized is to provide a convenient means of administering and managing, and an entity responsible for the operation of, a Condominium in Pinellas County, Florida, known as NINTH STREET PROFESSIONAL CENTER, A CONDOMINIUM (the "Condominium"). The Declaration of Condominium, and any amendments thereto whereby said Condominium, has been or will be created, is herein called the "Declaration."

**ARTICLE III - QUALIFICATION OF  
MEMBERS AND VOTING**

Section 1. The members of the Association shall consist of all of the record owners of Condominium Units in the Condominium, and after termination of the Condominium described herein, shall consist of those parties who are members at the time of such termination and their successors and assigns.

Section 2. After receiving the approval of the Association, as required under the Declaration, change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Condominium Unit and the delivery to the Association of a certified copy of such instrument. The new owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner of such Condominium Unit shall thereupon be terminated.

Section 3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, transferred, or encumbered in any manner whatsoever except as an appurtenance to his or her Condominium Unit.

Section 4. The record owner of each Condominium Unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a

Condominium Unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

#### **ARTICLE IV - CORPORATE EXISTENCE AND TERM**

The Association's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The term of the Association shall be perpetual unless the Condominium governed by the Association is terminated, and in the event of such termination, the Association shall be dissolved in accordance with the laws of the State of Florida in existence at such time.

#### **ARTICLE V – DIRECTORS AND OFFICERS**

The affairs of the Association shall be managed by its Board of Directors. The Directors and officers may lawfully and properly exercise all powers provided herein, notwithstanding that some or all of such Directors or officers who may be 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 same persons with whom the Association enters into such agreements, or that such Directors or officers may hold a proprietary interest in the entity or entities with whom the Association enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration and/or the Amended Declaration of Condominium, as initially declared or as subsequently declared or amended, shall stand as an absolute confirmation of such agreements and of the valid exercise by the Directors and officers of the Association of the powers pertinent thereto, but is not essential to the validity of such agreement(s).

#### **ARTICLE VI- BOARD OF DIRECTORS**

Section 1. The business affairs of this Association shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. The Directors need not be members of the Association.

Section 2. Directors of the Association shall be elected or designated and appointed in a manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

Section 3. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors have been elected, or until removed, are as follows:

Jonathan A. Feltham – 7451 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Donald H. Auerbach - 7477 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Michael C. Grant – 7499 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Section 4. The first election of the members of the Board of Directors of this Association, if one is required by the Bylaws, shall not be held until at least one (1) year from the date on which this Corporation shall have been duly incorporated, or until such election shall be required to be held in accordance with the laws of the State of Florida.

## **ARTICLE VII- OFFICERS**

**Section 1.** The officers of the Association shall be a President, a Secretary, and a Treasurer, and such number of Vice Presidents and other officers as the Bylaws may provide. The same person may hold more than one office simultaneously, except that the President shall not also serve as the Secretary.

**Section 2.** The officers shall be elected by the Board of Directors at an organizational Board meeting immediately following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

**Section 3.** The following persons shall serve as officers of the Association until such time as the Board of Directors elects their successors:

President: Jonathan A. Feltham – 7451 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Secretary: Donald H. Auerbach - 7477 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Treasurer: Michael C. Grant – 7499 9<sup>th</sup> Street North, St. Petersburg, FL 33702

**Section 4.** The officers shall have duties, responsibilities and powers as are provided by the Bylaws and by Chapter 718, Florida Statutes.

## **ARTICLE VIII BYLAWS**

At the first general membership meeting of the Association following the approval of these Articles of Incorporation by the Secretary of State, the Association shall adopt Bylaws. Additional Bylaws, or alteration or rescission of the first Bylaws, shall be enacted in the manner provided in the Bylaws.

## **ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended at any special or regular general membership meeting of the Association by the approval of not less than two-thirds (2/3) of the voting members of the Association. However, any proposed amendment to these Articles shall be voted upon at such a meeting only after the Association members have been given due and timely notice of said meeting as required by the Bylaws.

## **ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is: 7451 Dr. Martin Luther King Jr. Street North, St. Petersburg, FL 33702, and the name and address of the initial registered agent of the Association is: Jonathan A. Feltham, 7451 9<sup>th</sup> Street North, St. Petersburg, FL 33702.

## **ARTICLE XI- POWERS**

The powers of this Association shall include the following:

Section 1. All the common law and statutory powers of a corporation not for profit, including but not limited to those set forth and described in §617.021, Florida Statutes, such as are not repugnant to or inconsistent with any provisions of Chapter 718, Florida Statutes.

Section 2. All the powers of a Condominium Association or Association as set forth in Chapter 718, Florida Statutes, which are now granted or which may be granted in the future, and any and all powers which are now granted or may be granted in the future to a Condominium Association under other laws of the State of Florida.

Section 3. All of the powers and authority granted to the Association under and by virtue of the terms of the Declaration of Condominium of Ninth Street Professional Center, A Condominium, which will be recorded in the Public Records of Pinellas County, Florida.

Section 4. The power to make and collect assessments against members to defray all management, maintenance and other common expenses of the Condominium.

Section 5. The power to use the proceeds of assessments in the exercise of its powers and duties.

Section 6. The power to maintain, repair, replace, and operate all of the Condominium Property of the Condominium over which it has power to act.

Section 7. The power to reconstruct improvements after casualty and to make such further improvements of the Condominium Property as the members of the Condominium shall designate.

Section 8. The power to make, adopt and amend rules and regulations regarding the use of all of the Condominium Properties, including but not limited to the individual Units.

Section 9. The power to approve or disapprove of proposed purchasers, lessees, and mortgagees of individual Units.

Section 10. The power to enforce by legal means the provisions of the Condominium Documents, which include the Declaration, these Articles, the Bylaws of the Association, and the rules and regulations for the use of the Condominium Property, including but not limited to the individual Units.

Section 11. The power to contract for the management and maintenance of the Condominium and to delegate to and authorize a Management Agent to assist the Association in carrying out its powers and duties performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repairs or replacement of common elements, using such funds as the Association shall make available for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Documents and the Condominium Act, including, but not limited to, the making of the assessments, promulgation of rules, and execution of contracts on behalf of the Association.

... Section 12. The power to exercise all rights, powers, duties and obligations as may now or hereafter exist, under and pursuant to said described Declaration as the same may now or hereafter exist.

Section 13. The power to purchase or otherwise acquire an interest in a Unit of the Condominium by purchase or otherwise, subject to the provisions of the Declaration and/or Bylaws relating thereto. Any interest so purchased shall be held in the name of the Association and shall be so held in trust for the members, in accordance with their ownership in the Condominium Property, as set forth in the Declaration and as described herein.

## **ARTICLE XII – INDEMNIFICATION**

Each member of the Board of Directors and each officer of the Association shall be indemnified by the Association against all expenses, liabilities, costs and damages whatsoever, expressly including attorneys' fees for trial and appellate litigation, or otherwise, incurred or imposed upon him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or a member of the Board of Directors of this Association, whether or not he or she shall be such at the time such expenses shall have been incurred. However, no such indemnification shall be attributed or granted to such a party as a consequence of that party's willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such a Director or officer may be entitled.

## **ARTICLE XIII – SUBSCRIBERS**

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

Jonathan A. Feltham – 7451 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Donald H. Auerbach - 7477 9<sup>th</sup> Street North, St. Petersburg, FL 33702

Michael C. Grant – 7499 9<sup>th</sup> Street North, St. Petersburg, FL 33702

IN WITNEES WHEREOF, the subscribers have hereunto affixed their hands and seals  
this 15 day of MAY, 2012.

Witness:

Witness:

Witness:

Witness:

  
JONATHAN A. FELTHAM

  
DONALD H. AUERBACH

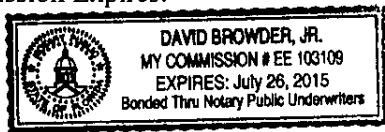
  
MICHAEL C. GRANT

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared JONATHAN A. FELTHAM, DONALD H. AUERBACH, and MICHAEL C. GRANT, who are personally known to me or who produced Florida Driver's Licenses as identification, upon being first duly sworn by me, acknowledged that they executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official in the County and State aforesaid this 16<sup>th</sup> day of May, 2012.

My Commission Expires:



NOTARY PUBLIC:

*[Signature]*

Notary Public  
State of Florida at Large

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Not For Profit Corporation, NINTH STREET PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.

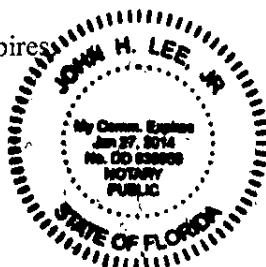
*[Signature]*  
JONATHAN A. FELTHAM  
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TAMM OF ST  
ASSSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared JONATHAN A. FELTHAM, who is personally known to me or who produced a Florida Driver's License as identification, acknowledged that he executed the foregoing Acceptance of Designation as Registered Agent freely and voluntarily for the purposes herein expressed.

WITNESS my hand and official in the County and State aforesaid this 14<sup>th</sup> day of May, 2012.

My Commission Expires:



NOTARY PUBLIC:

*[Signature]*

Notary Public  
State of Florida at Large