

**N12000007208**

## 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.

(((H12000189388 3)))



H120001893883ABC7

**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 : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-0821  
Fax Number : (850) 558-1515

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

**Email Address:** \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION  
AVE MARIA PLAZA I CONDOMINIUM ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED  
12 JUL 24 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/27

8

Carina Dunlap  
Customer Service Specialist  
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301  
ph# 800-927-9801 ext 2951  
[www.cscglobal.com](http://www.cscglobal.com)

12 JUL 24 AM 9:43

STATION  
DIVISION OF INFORMATION

**ARTICLES OF INCORPORATION****OF****AVE MARIA PLAZA I CONDOMINIUM ASSOCIATION, INC.****(a Corporation Not-for-Profit)**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, and the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE 1****Name**

The name of the corporation is: AVE MARIA PLAZA I CONDOMINIUM ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 2600 Golden Gate Parkway, Naples, Florida 34105.

**ARTICLE 2****Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, the Florida Condominium Act, for the operation of Ave Maria Plaza I, a Commercial Condominium (the "Condominium") located in the Town of Ave Maria in Collier County, Florida. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration of Condominium of Ave Maria Plaza I, a Commercial Condominium, recorded or to be recorded in the Public Records of Collier County, Florida, as amended from time to time (the "Declaration").

The Association is organized and shall exist on a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer of the Association.

For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration, or Chapter 718, Florida Statutes, as it may hereafter be amended from time to time, including but not limited to, the following:

1. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, the Condominium Act, these Articles, the Bylaws and any Rules and Regulations of the Association.
2. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting

the Condominium Property.

3. To fix, establish, levy and collect assessments against Members of the Association as contemplated by the Declaration to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.
4. To operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration.
5. To pay all taxes and other assessments which are liens against the Association or Common Element areas.
6. To make, amend and enforce reasonable Rules and Regulations governing the use and operation of the Common Elements and the operation of the Association.
7. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
8. To contract for the management and maintenance of Ave Maria Plaza I, a Commercial Condominium, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or Chapter 718, Florida Statutes, to be exercised by the Board of Directors or the Membership of the Association.
9. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its Members.
10. To reconstruct improvements after casualty and to make further improvements of the property.
11. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
12. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
13. To acquire title to property or otherwise hold, convey, lease and mortgage Association

12 JUL 24 AM 9:43  
RECEIVED  
DIVISION OF  
CORPORATION

Property for the use and benefit of its Members.

14. To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided in the Declaration.

All funds and title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

### **ARTICLE 3 Membership**

The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a Unit which is subject to assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws adopted by the Association, and the Declaration.

### **ARTICLE 4 Term**

The term of the Association shall be perpetual.

### **ARTICLE 5 Bylaws**

The initial Bylaws of the Association shall be adopted by a majority vote of the DirectorDirectors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws.

### **ARTICLE 6 Amendments**

Amendments to these Articles may be amended from time to time by a vote of Members holding a majority of the Voting Interests, subject to the following restrictions:

1. Upon any amendment or amendments to these Articles being proposed by said Board or Owners, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

RECEIVED  
DIVISION OF  
JUL 24 AM 9:43

2. Except as otherwise required for by Florida law, and subject to paragraph 5 of this Article 6, these Articles of Incorporation may be amended by a vote of the Members holding a majority of the Voting Interests at any annual or special meeting, or by approval in writing of the Members holding a majority of the Voting Interests, without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.
3. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in the Member under a deed or other recorded instrument applicable to the Unit owned by such Member unless made in accordance with provisions of such deed of instrument.
4. No amendment shall conflict with the Declaration.
5. Notwithstanding anything contained herein to the contrary, so long as Declarant is entitled to elect a majority of the Board of Directors, Declarant shall have the right to amend these Articles without the consent or joinder of any other Owner or any Institutional Lender. In addition, no amendment which would in any way adversely affect any of the rights, privileges, powers or options herein provided in favor of or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint Directors.
6. After turnover of control of the Association to Members other than the Declarant, no amendment shall change the qualifications for Membership or in the Voting Interests of Members without approval by all of the Members. Prior to the closing of the sale of all Units, no amendment shall in any way adversely affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint Directors.

#### **ARTICLE 7** **Board of Directors**

The names and addresses of the current Directors are:

1. Jeff Sonalia  
2600 Golden Gate Parkway  
Naples, Florida 34105

12 JUL 24 AM 9:43  
FIVE MINUTES  
PENDING

2. Brad Stockham  
2600 Golden Gate Parkway  
Naples, Florida 34105
3. Thomas Sansbury  
2600 Golden Gate Parkway  
Naples, Florida 34105

The Declarant shall have the right to appoint all of the Directors subject to the following:

(1) When Owners other than the Declarant own fifteen percent (15%) or more of the Units, the Owners other than the Declarant shall be entitled to elect one-third of the Members of the Board of Directors.

(2) Owners other than the Declarant are entitled to elect not less than a majority of the Members of the Board of Directors upon the first to occur of the following:

(a) Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Declarant in the ordinary course of business;

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Declarant in the ordinary course of business; or

(e) Seven (7) years after recordation of the Declaration.

The Declarant is entitled to elect at least one member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%), of the Units in the Condominium. Following the time that Owners other than the Declarant are entitled to elect or majority of the Board of Directors, the Declarant may exercise the right to vote any Declarant-owned Units in the same manner as any other Unit Owner.

12 JUL 24 AM 9:43  
RECEIVED  
DIVISION OF CONSUMER AFFAIRS  
STATE OF FLORIDA

Directors shall be elected and removed in the manner provided in the Bylaws, subject to the foregoing rights of the Declarant to elect a majority of the Directors until turnover. Vacancies on the Board shall be filled in the manner provided by the Bylaws; however any Director appointed by the Declarant may only be removed and/or replaced by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint the Directors.

The affairs of the Association will be administered by the Board of Directors consisting of the number of Directors determined by the Bylaws. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7), and shall always be an odd number. Directors must be Members of the Association or the Primary Occupant of a Member (in the event a Member is a trust or other legal entity).

#### **ARTICLE 8**

##### **Officers**

The Board of Directors may elect officers from among the Board of Directors. The officers of the Association shall be the President, a Secretary, a Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The same person may hold two (2) or more offices. The terms of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The current officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

Thomas Sansbury – President  
Jeff Sonalia – Vice President  
Brad Stockham – Secretary / Treasurer

#### **ARTICLE 9**

##### **Indemnification**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of their being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its

RECORDED  
DIVISION OF RECORDS  
JUL 24 AM 9:43



favor.

2. A violation of criminal law, unless the Director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
3. A transaction from which the Director or officer derived an improper personal benefit.
4. Wrongful conduct by Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

**ARTICLE 10**  
**Registered Agent and Registered Office**

The current registered agent and registered office of the Association shall be:

Jeff Sonalia  
2600 Golden Gate Parkway  
Naples, Florida 34105

WHEREFORE, the incorporator, and the initial registered agent have executed these Articles on this 24<sup>th</sup> day of July, 2012. By executing these Articles, the undersigned registered agent accepts the appointment as registered agent and states that the undersigned is familiar with and accepts the obligations of that position.

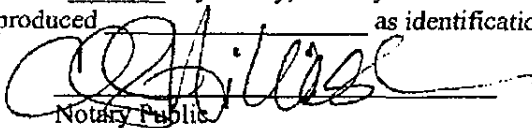
  
Matthew L. Grabinski, Incorporator

12 JUL 24 AM 9:43

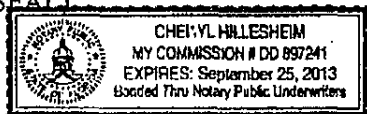
RECEIVED  
OFFICE OF THE  
CLERK OF THE  
COURT  
JUL 24 2012

STATE OF FLORIDA  
COUNTY OF COLLIER

Sworn to and subscribed before me this 24<sup>th</sup> day of July, 2012 by Matthew L. Grabinski,  
who is personally known to me or who produced \_\_\_\_\_ as identification.

  
Notary Public

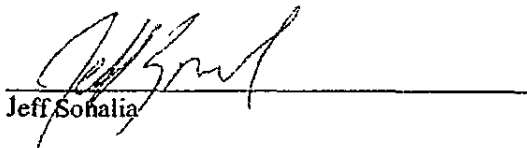
(SEAL)



Print Name: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Act.

  
Jeff Sohalia

12 JUL 24 AM 9:43

SEAL OF THE  
DIVISION OF CORPORATIONS