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(Requestor's Name)

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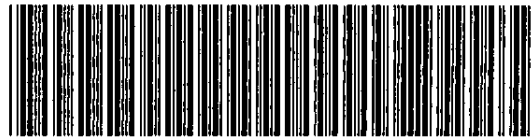
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUL 22 PM 1:36

7/25/13

## COVER LETTER

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

SUBJECT: TENUTO CONDOMINIUM ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: — Michael Brutz  
101 Commerce Place  
Suite 2  
— Barnesville, GA 30204

City, State & Zip

(321) 752-4810

Daytime Telephone number

mlbrutz@gmail.com

E-mail address: (to be used for future annual report notification)

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DIVISION OF CORPORATIONS  
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**NOTE: Please provide the original and one copy of the articles.**

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**ARTICLES OF INCORPORATION  
OF  
TENUTO CONDOMINIUM ASSOCIATION, INC.**  
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

**ARTICLE I**

NAME OF CORPORATION

The name of the proposed corporation will be TENUTO CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II**

PURPOSE OF CORPORATION

The purpose and object of the Corporation shall be the maintenance, management and operation of all the common properties of the TENUTO OFFICR CONDOMINIUM, hereinafter in these Articles of Incorporation referred to as the "CONDOMINIUM", a plan of ownership as established by the Declaration of Condominium thereof in accordance with the laws of the State of Florida, and to undertake the performance of acts and duties incident to the maintenance, management and operation of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be recorded among the Public Records of Brevard County, Florida, at the time said property and the improvements now or hereafter situated thereon are submitted to the plan of ownership, which instrument is hereafter referred to as the "Declaration", and to own, operate, lease, sell, trade or otherwise deal with such property, whether real or personal, as may be necessary or convenient in the management of said CONDOMINIUM. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

**ARTICLE III**

## POWERS OF THE CORPORATION

A. The Corporation shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Corporation is charged and all of the powers and privileges which may be granted unto said Corporation or exercised by it under and other applicable laws of the State of Florida.

B The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

i. To make and establish reasonable rules and regulations and amendments thereto governing the use of PROFESSIONAL UNITS and COMMON PROPERTY of the condominium and in and about the lands incidental thereto, as said terms may be defined in the Declaration.

ii. To levy against and collect assessments from members' PROFESSIONAL UNITS to defray the common expenses of the CONDOMINIUM as may be provided in the Declaration and in the Bylaws of this Corporation which may be hereafter adopted, and amended from time to time, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property whether real or personal, including PROFESSIONAL UNITS in the CONDOMINIUM, and which may be necessary or convenient in the operation and management of the CONDOMINIUM and in accomplishing the purposes set forth in the Declaration.

iii. To maintain, repair, replace, operate and manage the CONDOMINIUM and the property comprising the same, including the right to reconstruct improvements after casualty and to make further improvements of the CONDOMINIUM property and to grant easements, rights of way and cross easements to third parties.

iv. To contract for the management of the CONDOMINIUM and to delegate to such contractor all of the powers and duties of the Corporation except those which may be required by the Declaration to have the approval of the Board of Directors or membership of the Corporation.

v. To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Corporation, which may hereafter be adopted, the Covenants, Conditions and Restrictions and the Rules and Regulations governing the use of the CONDOMINIUM as the same may be hereinafter established or amended.

vi. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in lands or facilities, whether or not contiguous to land of the CONDOMINIUM for the use and benefit of the owners of the PROFESSIONAL UNITS as may be deemed by the Board of Directors to be in the best interest of the Corporation.

vii. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted or imposed upon the Corporation pursuant to the Declaration

## ARTICLE IV

### MEMBERSHIP AND VOTING RIGHTS

The qualifications of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

A. The owners of the PROFESSIONAL UNITS in the CONDOMINIUM shall be members of the Corporation, and no other person(s) or entities shall be entitled to membership, except as provided in E of ARTICLE IV of these Articles.

B Membership shall be established by the acquisition of fee title to a PROFESSIONAL UNIT in the CONDOMINIUM or by acquisition of a fee ownership interest therein whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon said party being divested of all such interest in any PROFESSIONAL UNIT, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more PROFESSIONAL UNITS, so long as such party shall retain title to or a fee ownership in any PROFESSIONAL UNIT.

C The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to said member's PROFESSIONAL UNIT. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws which may be hereafter adopted.

D. On all matters on which the membership shall be entitled to vote, there shall be a total of SIXTEEN (16) votes to be cast. Said votes shall be allocated and cast as follows;

| <u>BIULDING ADDRESS</u> | <u>UNIT NUMBER</u> | <u>NUMBER OF VOTES</u> |
|-------------------------|--------------------|------------------------|
| 2010                    | 101                | 1                      |
| 2010                    | 102                | 1                      |
| 2010                    | 103                | 1                      |
| 2010                    | 104                | 1                      |
| 2010                    | 105                | 1                      |
| 2010                    | 106                | 1                      |
| 2020                    | 101                | 1                      |
| 2020                    | 102                | 1                      |
| 2020                    | 103                | 1                      |
| 2020                    | 104                | 1                      |
| 2020                    | 105                | 1                      |
| 2020                    | 106                | 1                      |
| TOTAL VOTES             |                    | 16                     |

Should any member own more than one (1) PROFESSIONAL UNIT, such member shall be entitled to exercise or cast as many votes as said members owns PROFESSIONAL UNITS in the manner provided in the Bylaws.

E. Until such time as the CONDOMINIUM is submitted to the plan of ownership by the recordation of a Declaration of Condominium, the membership of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

## **ARTICLE V**

### **TERM OF EXISTENCE**

The Corporation shall have a perpetual existence.

## **ARTICLE VI**

### **PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 2351 West Eau Gallie Blvd., Suite 8, Melbourne, Florida, 32935, but the Corporation may maintain offices and transact business in such other places within or without Georgia as may from time to time be designated by the Board of Directors.

## **ARTICLE VII**

### **MANAGEMENT OF THE CORPORATION**

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by one or more Vice Presidents, a Secretary, a Treasurer, and such other additional officers as the Board of Directors may deem appropriate, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a managing agent or such other managerial or supervisory personnel or entities to minister or assist in the maintenance, management and operation of the CONDOMINIUM and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

## **ARTICLE VIII**

### **DIRECTORS**

The number of members of the first Board of Directors of the Corporation shall be three (3). The number of members of a succeeding board shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the annual meeting of the members of the Corporation as provided by the Bylaws of the Corporation. Each member of the Board of Directors shall be a member of the Corporation or shall be an authorized representative, officer, or employee of a corporate member of the Corporation. The DEVELOPER may designate and select the person(s) to serve as a member(s) of each said Board of Directors, while the DEVELOPER is in control of the ASSOCIATION in the manner provided in the Bylaws of the Corporation. Any such person appointed by the DEVELOPER to serve on the Board of Directors of the Corporation need not be an owner of a PROFESSIONAL UNIT or a contract vendee thereof.

## **ARTICLE IX**

### **OFFICERS**

The Board of Directors shall, at the time of the annual meeting and after their election by the members of the Corporation, convene and thereupon elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible, provided however, that the office of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

## **ARTICLE X**

### **FIRST BOARD OF DIRECTORS**

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of the State of Georgia, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

|                  |  |
|------------------|--|
| Michael J. Brutz | 2351 West Eau Gallie Blvd., Suite 8<br>Melbourne, FL 32935 |
| Paul Fitzgerald  | 2010 W. Eau Gallie Blvd., Suite 106<br>Melbourne, FL 32935 |
| Pierre Mommers   | 2010 W. Eau Gallie Blvd., Suite 101<br>Melbourne, FL 32935 |

## **ARTICLE XI**

### **SUBSCRIBERS**

The name of the Subscriber to these Articles of Incorporation and his respective address is set forth as follows:

|                  |  |
|------------------|--|
| Michael J. Brutz | 2351 West Eau Gallie Blvd., Suite 8<br>Melbourne, FL 32935 |
|------------------|--|

## **ARTICLE XII**

### **FIRST OFFICERS**

The officers of the corporation who shall serve until the first election under these Articles of Incorporation shall be as follows:

|           |                  |
|-----------|------------------|
| President | Michael J. Brutz |
| Secretary | TBD              |

## **ARTICLE XIII**

### **ADOPTION OF BYLAWS**

The original Bylaws of the Corporation shall be adopted by a majority vote of the members of the first Board of Directors of the Corporation present at the first meeting of said Board of Directors at which a quorum is present, and thereafter such bylaws may be altered or rescinded only in such manner as said Bylaws may provide.

## **ARTICLE XIV**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, whether or not he is 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 duties connected with such office; provided that, in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which such Director or Officer may be entitled.

## **ARTICLE XV**

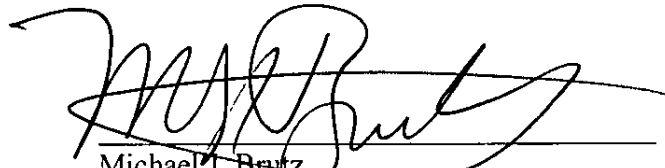
### **AMENDMENTS**

A. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the PROFESSIONAL UNITS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to the Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other office of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than fourteen (14) days nor later than thirty (30) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting, in accordance with the provisions of the Bylaws of the ASSOCIATION. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members entitled to vote not less than seventy-five percent (75%) of the total votes in the ASSOCIATION in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of the Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of Georgia, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date of which the same is so registered.

B. In the event that the members owning the number of PROFESSIONAL UNITS in the CONDOMINIUM necessary to pass any amendment or amendments to these Articles of Incorporation shall execute an instrument amending these Articles of Incorporation, the same shall be and constitute, when duly registered in the office of the Secretary of State of Florida, a valid amendment to the Articles of Incorporation and it shall not be necessary for the meeting otherwise prescribed above to held.

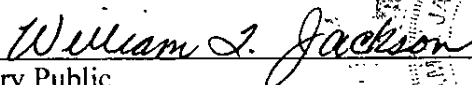
C. Notwithstanding the foregoing provisions of this ARTICLE XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of the DEVELOPER to designate and select member(s) of each Board of Directors of the Corporation as provided in ARTICLE VII hereof may be adopted or become effective without the prior written consent of the DEVELOPER.

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal this 18 day of July, 2013.

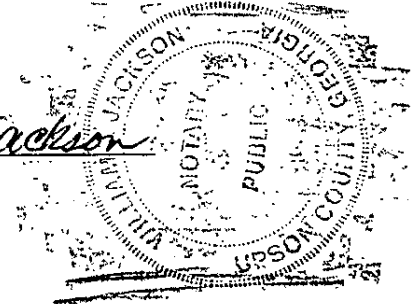
  
Michael J. Brutz

STATE OF GEORGIA  
COUNTY OF LAMAR

Before me, the undersigned authority personally appeared Michael J. Brutz, who being by me first duly sworn, acknowledges that he executed the foregoing Articles of Incorporation for the purposes therein expressed the 18 day of July, 2013.

  
Notary Public

My Commission Expires: February 11, 2017

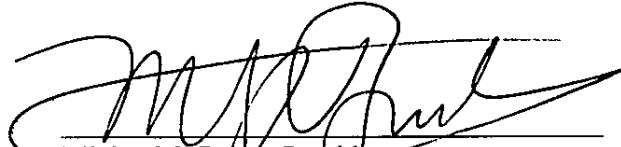


CERTIFICATE designating place of business or domicile for the service of process within the State of Florida, naming agent upon whom process may be served, and names and addresses of the officers and director:

TENUTO CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, organized under the laws of the State of Florida, with its principal office at 2351 West Eau Gallie Blvd., Suite 8, Melbourne, FL, 32935, has named Michael J. Brutz, whose address is 2351 West Eau Gallie Blvd., Suite 8, Melbourne, FL, 32935 as its Agent to accept service of process within this state.

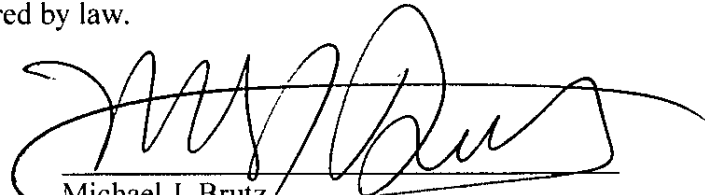
OFFICER:  
Michael J. Brutz,  
President

ADDRESS:  
2351 West Eau Gallie Blvd., Suite 8  
Melbourne, FL 32935

  
Michael J. Brutz, President

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep an office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in such conspicuous place in the office as required by law.

  
Michael J. Brutz  
Registered Agent  
2351 West Eau Gallie Blvd., Suite 8  
Melbourne, FL 32935

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