

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Commerce First Financial Center Condominium Association INC.

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December 5, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PHOENIX FILE & PAGIDIPATI PLLC

SUBJECT: COMMERCE FIRST FINANCIAL CENTER CONDOMINIUM ASSOCIATION INC.
REF: W13000066584

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet:

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX And. #: H13000261505
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See Attachment

P.O. BOX 6327 - Tallahassee, Florida 32314

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Articles of Incorporation for

COMMERCE FIRST FINANCIAL CENTER CONDOMINIUM ASSOCIATION INC.

Pursuant to *Chapter 617, Florida Statutes*, (Corporations Not for Profit) the undersigned hereby files these Articles of Incorporation for the purposes set forth below.

ARTICLE I

The name of the corporation is Commerce First Financial Center Condominium Association Inc., and the corporation's initial principal office and mailing address is 14241 Dallas Parkway, Suite 350, Dallas, Texas 75254.

ARTICLE II

The purpose for which the corporation is organized is to provide an entity pursuant to *Chapter 718, Florida Statutes*, for the operation of "Commerce First Financial Center, A Condominium" located in Lee County, Florida.

The corporation is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earning of the corporation shall be distributed or inure to the private benefit of any member, director or officer. For the accomplishment of the corporation's purposes, the corporation shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida and of a condominium association under *Chapter 718, Florida Statutes*, except as expressly limited or modified by these articles and the other Condominium Documents; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Condominium Documents as they may hereafter be amended, including but not limited to the following:

- To make and collect Assessments against members of the corporation to defray the costs, expenses and losses of the corporation, and to use the funds in the exercise of the corporation's powers and duties.
- To protect, maintain, repair, replace and operate the Condominium Property.
- To purchase insurance for the protection of the corporation and the corporation's members.
- To repair and reconstruct improvements after casualty, and to make further improvements of the Condominium Property.
- To make, amend and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Condominium Documents.
- To approve or disapprove the transfer, leasing and occupancy of Condominium Parcels, as provided in the Condominium Documents.
- To enforce the provisions of *Chapter 718, Florida Statutes*, and the Condominium Documents.
- To contract for the management and maintenance of the condominium and the Condominium Property, and to delegate any powers and duties of the corporation in connection therewith, except any powers and duties required by law or the Condominium Documents to be exercised by the Board or the membership of the corporation.

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- To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.
- To borrow money as necessary to perform the corporation's other functions hereunder.
- To grant, modify or move any easement in the manner provided in the Condominium Documents.
- To own and convey property.
- To assess the Owners and enforce Assessments.
- To sue and be sued.
- To contract for services necessary to operate and maintain the Condominium Property and any easements dedicated to or for the benefit of the Condominium Property including any infrastructure.

All funds and the title to all property acquired by the corporation shall be held for the benefit of the members in accordance with the provisions of the Condominium Documents.

ARTICLE III

- The members of the corporation shall be all record Owners of a fee simple interest in one or more Condominium Parcels, as further provided in the Bylaws.
- The share of a member in the funds and assets of the corporation cannot be assigned or transferred in any manner, except as an appurtenance to a Unit (that is, as part of a Condominium Parcel).
- The Owners, collectively, shall be entitled to a number of votes in corporation matters equal to their Share. The manner of exercising

voting rights shall be as set forth in the Bylaws. The Share may change as Units are subdivided, combined or boundaries changed.

ARTICLE IV

The term of the corporation shall be perpetual.

ARTICLE V

The Bylaws of the corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

- The affairs of the corporation shall be administered by a Board consisting of the number of directors determined by the Bylaws, but not less than 3 directors (the Board will initially have 3 directors).
- Except for directors appointed by the Developer, directors of the corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.
- The business of the corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board at the Board's first meeting after the annual meeting of the members of the corporation, and they shall serve at the pleasure of the Board.

ARTICLE VII

The initial Directors of the corporation shall be:

Andrew Smith.
Steven Houghton
Trisha Piazza

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The Initial Officers are as follows:

President - Andrew Smith
Treasurer - Steven Houghton
Secretary - Trisha Piazza

ARTICLE VIII

Amendments to these Articles shall be proposed and adopted in the following manner:

- Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least 1/4 of the voting interests of the corporation.
- Prior to the turnover of control of the corporation by the Developer to the Owners other than the Developer, these Articles may be amended by the Board at a duly noticed Board meeting. Subsequent to turnover, a proposed amendment shall be adopted if it is approved by at least 51% of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. As long as the Developer owns a Condominium Parcel, no amendment to these Articles shall be deemed effective which in any way modifies the rights, benefits or privileges granted or reserved to the Developer, without the Developer's prior written consent, which consent may be denied in the Developer's absolute discretion.
- An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by Chapter 718, Florida Statutes.

ARTICLE IX

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

- Willful misconduct or a conscious disregard for the best interests of the corporation, in a proceeding by or in the right of the corporation to procure a judgment in the corporation's favor.
- A violation of criminal law, unless the director or officer had no reasonable cause to believe that the director or officer's action was unlawful or had reasonable cause to believe that the director or officer's action was lawful.
- A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board approves such settlement as being in the best interest of the corporation. 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.

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ARTICLE X

The name and address of the Incorporator is as follows:

Andrew Smith
14241 Dallas Parkway, Suite 350
Dallas, Texas 75254

ARTICLE XI

The initial registered office of the corporation shall be:

PFP Corporate Services LLC
2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957

The mailing address of the corporation shall be:

14241 Dallas Parkway, Suite 350
Dallas, Texas 75254

ARTICLE XII

The terms used in these articles have the meanings stated in *Chapter 617, Florida Statutes* or *Chapter 718, Florida Statutes*, but only to the extent the law requires. To the extent that *Chapter 617, Florida Statutes* and *Chapter 718, Florida Statutes*, do not require a particular meaning, the bold, capitalized terms in these articles have the meanings defined in that certain "Condominium Declaration for COMMERCE FIRST FINANCIAL CENTER, A CONDOMINIUM," as recorded in the Public Records of Lee County, Florida for the real estate legally described as: A parcel of land situated in the State of Florida, County of Lee, lying in Section 4, Township 46 South, Range 24 East, being a portion of Lot "B", Summerlin Park, as recorded in Plat Book 64 at Pages 72 through 74, inclusive, of the Public Records of said Lee County, Florida, being further bound and described as follows:

Beginning at the Southeast corner of said Lot "B", thence along the

East line of said Lot "B" run N.00°48'16"W for 148.06 feet, thence S. 89°11'42"W for 188.00 feet, thence N.00°48'18"W for 123.15 feet to the beginning of a curve to the left having a radius of 50.00 feet; thence Northerly along said curve through a central angle of 14°45'11" for 12.87 feet to an intersection with the Northerly line of said Lot "B" being a point on a curve having a radius of 165.00 feet and to which point a radial line bears N.32°10'16"W; thence Southwesterly along said curve and said Northerly line through a central angle of 13°04'12" for 37.64 feet; Thence continue along said Northerly line S.44°45'32"W for 288.47 feet to the beginning of a curve to the left having a radius of 82.50 feet; Thence Southerly along said curve and said lot line through a central angle of 45°33'50" for 65.61 feet to the Southwest corner of said Lot "B"; Thence along the South line of said Lot "B" N.89°11'42"E for 450.00 feet to the point of beginning.

Subject to easements, restrictions, reservations and rights-of-way of record.

Assumed North based on the East line of Lot "B", Summerlin Park, as recorded in Plat Book 64 at Pages 72 through 78 of the Public Records of Lee County, Florida as bearing S.00°48'18"E.

(Parcel Number 04-46-24-07-00000.00B0 per the Lee County Property Appraiser).

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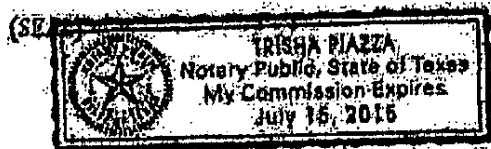
WHEREFORE, the Incorporator executes these articles of Incorporation this 26 day of November 2013 without personally assuming or ratifying any act or obligation of the corporation prior to this date.

Andrew Smith
Andrew Smith, Incorporator

STATE OF TEXAS

COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 26 day of November, 2013, by Andrew Smith, and who is personally known to me or produced Personally as identification.



Trisha Piazza
Notary Public
TRISHA PIAZZA
Printed Name of Notary Public
My Commission Expires: 7-15-2015

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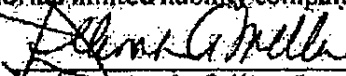
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **COMMERCE FIRST FINANCIAL CENTER CONDOMINIUM ASSOCIATION, INC.**, at the place designated in these **Articles of Incorporation**, I hereby accept the appointment on behalf of **PPP Corporate Services LLC** to act in this capacity and agree to comply with the laws of the State of Florida in keeping open the office.

PPP Corporate Services LLC,
a Florida limited liability company,

By:


Deborah A. Miller, its Manager

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