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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JAN 21 AM 8:49

*[Handwritten signature]*  
153074

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MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32591-1831

January 16, 2014

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: The Artisan Condominium Owners' Association, Inc.**

Gentlemen:

Enclosed, in duplicate, are Articles of Incorporation for the referenced entity. Please file the articles and certify and return to us one copy. Also enclosed is this firm's check for \$78.75 in payment of the filing and copying fees.

Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Stephen B. Shell

SBS:lfc  
Enclosures  
B3176.00004

**ARTICLES OF INCORPORATION  
OF  
THE ARTISAN CONDOMINIUM OWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JAN 21 AM 8:49

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, the undersigned, hereby certifies and sets forth the following:

**ARTICLE I  
NAME**

The name of the corporation, herein called the "Association," is The Artisan Condominium Owners' Association, Inc., and its principal place of business is 41 North Jefferson Street, Suite 107, Pensacola, FL 32502.

**ARTICLE II  
DEFINITIONS**

The definitions set forth in the Declaration of Condominium of The Artisan Condominium shall apply to the terms used in these Articles.

**ARTICLE III  
PURPOSES AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Artisan Condominium, located in Escambia County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit 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 of Condominium or Chapter 718 Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
- (F) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the Condominium and the Condominium Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities regardless of whether the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the Unit owners.
- (J) To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- (K) To access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or any portion of a Unit to be maintained by the Association pursuant to the Declaration or as necessary to prevent damage to the Common Elements or to a Unit or Units.
- (L) To grant, modify, or move any easement if the easement constitutes part of or crosses the Common Elements or the Association property.

#### **ARTICLE IV** **MEMBERSHIP**

- (A) The members of the Association shall consist of all record owners of a Unit in the Condominium.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the member's unit.
- (C) The owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.
- (D) Change in membership shall be accomplished by recording in the public records of Escambia County, Florida, a deed transferring title to a Unit or other instrument establishing record title to a Unit in the Condominium and providing notice thereof to the Association as required by the Bylaws.

#### **ARTICLE V** **TERM**

The term of the Association shall be perpetual.

#### **ARTICLE VI** **BYLAWS**

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

#### **ARTICLE VII** **DIRECTORS AND OFFICERS:**

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

## **ARTICLE VIII** **AMENDMENTS**

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-half (1/2) of the Units by instrument, in writing, signed by them.
- (B) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit 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.
- (C) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of 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 the text of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Escambia County, Florida.

## **ARTICLE IX** **INITIAL DIRECTORS**

The initial Directors of the Association shall be:

Quinton D. Studer  
41 North Jefferson Street, Suite 107  
Pensacola, Florida 32502

Mary P. Studer  
41 North Jefferson Street, Suite 107  
Pensacola, Florida 32502

Andrew P. Rothfeder  
41 North Jefferson Street, Suite 107  
Pensacola, Florida 32502

## **ARTICLE X** **INITIAL REGISTERED AGENT**

The initial registered agent shall be Mary P. Studer. The address of the initial registered agent is 41 North Jefferson Street, Suite 107, Pensacola, Florida 32502.

WHEREFORE, the incorporator has caused these presents to be executed this 10<sup>th</sup> day of January, 2014.

INCORPORATOR:

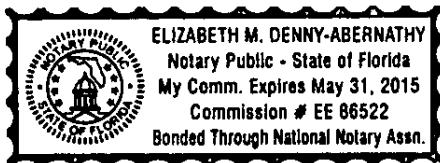
STUDER PROPERTIES, LLP,  
a Florida limited liability partnership

By: Mary P. Studer  
Mary P. Studer, General Partner

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 2014 by Mary P. Studer, General Partner of Studer Properties, LLP, a Florida limited liability partnership, on behalf of said partnership, ( ☒ ) who is personally known to me or ( ☐ ) who has produced a valid Florida driver's license as identification.



[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires: 5-31-15

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for The Artisan Condominium Owners' Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity. I am familiar with and agree to comply with the laws of the State of Florida in keeping open said office.

Mary P. Studer  
Mary P. Studer

This Document was prepared by:  
Stephen B. Shell, Esq., of  
Shell, Fleming, Davis & Menge  
Post Office Box 1831  
Pensacola, Florida 32591-1831