

N14000005373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

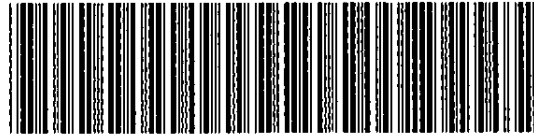
(Business Entity Name)

(Document Number)

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RECEIVED  
SECRETARY OF STATE  
14 JUN -4 AM 10:58

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
14 JUN -4 PM 4:00

~~N14000005373~~  
6/10/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 162928 82724A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*[Handwritten signature]*

ORDER DATE : June 3, 2014

ORDER TIME : 4:30 PM

ORDER NO. : 162928-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: 1075-1085 FIFTH STREET SOUTH  
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray - EXT. 62925

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 5, 2014

CSC  
% EMILY GRAY  
TALL, FL

SUBJECT: 1075-1085 FIFTH STREET SOUTH CONDOMINIUM  
ASSOCIATION, INC.  
Ref. Number: W14000034840

We have received your document for 1075-1085 FIFTH STREET SOUTH CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Carol Mustain  
Regulatory Specialist II

Letter Number: 014A00012087



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 9, 2014

CSC  
% EMILY GRAY  
TALL, FL

SUBJECT: 1075-1085 FIFTH STREET SOUTH CONDOMINIUM  
ASSOCIATION, INC.  
Ref. Number: W14000034840

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for 1075-1085 FIFTH STREET SOUTH CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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

The document must state not only the Incorporators name, but the address as well.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Carol Mustain  
Regulatory Specialist II

Letter Number: 014A00012087

RECEIVED  
14 JUN -9 PM 4:16  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**1075-1085 FIFTH STREET SOUTH**  
**CONDOMINIUM ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF REVENUE  
14 JUN -6 PM 4:00

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Stephen R. Fleischer, as sole incorporator, for the purposes set forth below.

ARTICLE I: NAME

The name of the corporation, herein called the "Association", is 1075-1085 Fifth Street South Condominium Association, Inc., and its address is 900 Sixth Avenue South, Suite 204, Naples, Florida 34102.

ARTICLE II: PURPOSE 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 1075-1085 Fifth Street South, a Condominium (the "Condominium") located in Collier 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, if any, 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, and 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 such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not 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 the amount necessary to perform its other functions hereunder.
- (K) To sue and be sued and appear and defend all actions and proceedings in its corporate name.

All funds and the 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 of Condominium, these Articles of Incorporation and the By-Laws.

### ARTICLE III: MEMBERSHIP

- (A) 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.
- (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 his or her unit in the Condominium.
- (C) The owners of each unit, collectively, shall be entitled to one (1) vote in Association matters as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE IV: TERM

The term of the Association shall be perpetual.

#### ARTICLE V: BYLAWS

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

#### ARTICLE VI: 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. In the absence of a Bylaw provision to the contrary, the Board 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 by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

## ARTICLE VII: INITIAL DIRECTORS

The initial Directors of the Association shall be:

Stephen R. Fleischer  
P.O. Box 2499  
Naples, FL 34106

Stephen A. Fleischer  
P.O. Box 2499  
Naples, FL 34106

Michael A. Durant  
2210 Vanderbilt Beach Road, Suite 1201  
Naples, FL 34109

## ARTICLE VIII: AMENDMENTS

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

- (A) Prior to Recording of the Declaration of Condominium of 1075-1085 Fifth Street South, a Condominium in the Public Records of Collier County, Florida, these Articles may be amended by an instrument in writing signed by the President (or Vice-President) and the Secretary and filed with the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of the Articles as restated to include such amendments and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article is intended to comply with Chapter 617, Florida Statutes.
- (B) After the recording of the Declaration of Condominium of 1075-1085 Fifth Street South, a Condominium in the Public Records of Collier County, Florida, these Articles may be amended in the following manner:
  - a. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of a member of the Association by instrument, in writing, signed by



him or her.

- b. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owner, 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 for 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 a fair statement 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 Collier County, Florida.

#### ARTICLE IX: INITIAL REGISTERED AGENT

The initial registered office of the Association shall be at:

Conroy, Conroy & Durant, P.A.  
2210 Vanderbilt Beach Road, Suite 1201  
Naples, Florida 34109

The initial registered agent at said address shall be:

Michael A. Durant

#### ARTICLE X: 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 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 his or

her actions or omissions to act were material to the cause adjudicated and involved:

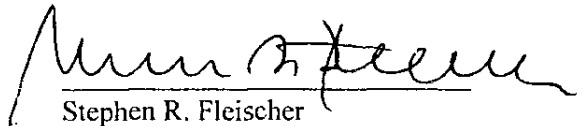
- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.
- (C) 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 of Directors approves such settlement as being in the best interest 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. The indemnification hereby afforded to Directors and officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to Developer.

Wherefore, the name and address of the incorporator is:

Stephen R. Fleischer  
900 6<sup>th</sup> Avenue South, Suite 204  
Naples, FL 34102

~~June~~ <sup>MAY</sup> WHEREFORE the incorporator has caused these presents to be executed this 28 day of ~~June~~, 2014.

  
Stephen R. Fleischer

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28 day of <sup>MAY</sup>~~June~~, 2014 by Stephen R. Fleischer (*one of the following should be checked; if none are checked, he is personally known to me*) ✓ who is personally known to me, or     has produced as identification.

(SEAL)



Michelle Durant  
NOTARY PUBLIC

Printed Name of Notary

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 1075-1085 Fifth Street South Condominium Association, Inc., a Florida 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 Corporation Act.

A handwritten signature in black ink, appearing to read "Michael A. Durant", written over a horizontal line.

Michael A. Durant