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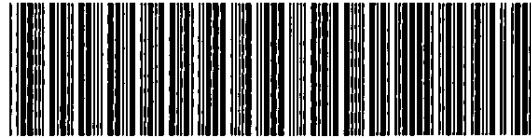
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**SCHILLING PROFESSIONAL BUILDING, INC.**

These Articles of Incorporation of Schilling Professional Building, Inc., a Florida corporation not for profit, have been adopted pursuant to Section 617, Florida Statutes. The Articles of Incorporation of Schilling Professional Building, Inc. are as follows:

**ARTICLE I**

The name of the corporation, hereinafter called "Condominium Association" is SCHILLING PROFESSIONAL BUILDING, INC. and the corporate office address is 1845 San Marco Road, #C203, Marco Island, FL 34145.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Condominium Act for the operation of Schilling Professional Building, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Condominium Association shall be distributed or inure to the private benefit of any member, director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association 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 as provided in these Articles of Incorporation, the Declaration of Condominium, and the By-laws or the Florida Condominium Act, as they may be amended from time to time.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Amended and Restated Declaration and as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the members of the Association in order to defray the costs, expenses and losses of the Association, and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To protect, maintain, repair, replace and operate the Condominium property and Association property;

C. To purchase insurance on the Condominium property and Association property for the protection of the Association, its members and their mortgagees;

D. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association;

E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Declaration of Condominium and the By-laws;

F. To reconstruct improvements after casualty and to make further improvements of the property;

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-laws and any Rules and Regulations of the Association, as may amended from time to time;

H. 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 Condominium Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Condominium;

J. To acquire real and personal property in the name of the Association;

K. To borrow money, if necessary, to perform its other functions hereunder.

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 Condominium, and the By-laws as may be amended from time to time.

### ARTICLE III

MEMBERSHIP: The members of the Association shall consist of all real owners of a fee simple interest in one or more units in the Condominium, and as

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further provided in the By-laws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Association of a copy of such instrument. The share of a member in the funds and assets of the Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to one vote in the Association matters as set forth in the Declaration of Condominium and By-laws. The manner of exercising voting rights shall be as set forth in the By-laws.

#### **ARTICLE IV**

TERM: The term of the Condominium Association shall be perpetual.

#### **ARTICLE V**

BY-LAWS: The By-laws of the Condominium Association may be amended or rescinded in the manner provided for therein.

#### **ARTICLE VI**

AMENDMENTS: Except as otherwise provided under Florida law, these Articles of Incorporation may be amended if the proposed amendment is approved by the vote of a majority of the voting interests present in person or by proxy, at any duly called membership meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Condominium Association and that the notice contains a copy of the proposed Amendment. Any amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

#### **ARTICLE VII**

DIRECTORS AND OFFICERS: The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Amended and Restated By-laws, but in any event no less than three (3) Directors, and no greater than five (5) members. All Directors shall be elected by the members in the manner detailed in the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-laws. The officers shall conduct the business of the Association, and shall be elected by the Board of Directors at its first meeting

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following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

The initial Officers and Directors of the Association and their addresses are:

- a. Tom Rentz, President  
1790 Addison Court  
Marco Island, FL 34145
- b. Kevin Sullivan  
799 S. Barfield Drive  
Marco Island, FL 34145
- c. Jim Ingls  
P.O. Box 606  
Goodland, FL 34140

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#### **ARTICLE VIII**

INDEMNIFICATION: The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or officer, or in any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Condominium Association.

#### **ARTICLE IX**

The name and address of the registered agent is:

Jamie B Greusel  
1104 N. Collier Blvd.  
Marco Island, FL 3414

**CERTIFICATE**

Having been designated the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

6-12-14  
Date

Jamie B Greusel  
Jamie B Greusel

I submit this document and affirm that the fact stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155 F.S.

5-29-14  
Date

Kevin Sullivan  
Kevin Sullivan  
Incorporator

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SCHILLING PROFESSIONAL BUILDING CONDOMINIUM ASSOCIATION, INC.  
1845 San Marco Road, Unit No. C203  
Marco Island, FL 34145

June 9, 2014

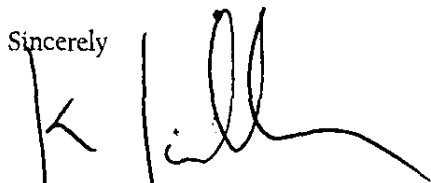
Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Authorization for Use of Name

Dear Florida Department of State:

Kindly take this letter as our formal authorization for the use the name "Schilling Professional Building ~~Condominium~~ Inc." by the new Florida not for profit corporation to be formed immediately after the filing of the Articles of Dissolution by Schilling Professional Building Condominium Association, Inc.

Sincerely



Kevin Sullivan  
Vice President  
Schilling Professional Building Condominium Association, Inc.

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