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CAPITAL CONNECTION, INC.

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Colonial Saint Commercial Condominium

Association Inc.

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**ARTICLES OF INCORPORATION
OF
COLONIAL SAINT
COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

a nonprofit corporation
under the laws of the State of Florida

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Capitalized terms not otherwise defined in these Articles of Incorporation of Colonial Saint Commercial Condominium Association, Inc. (the "Articles") shall have the same meaning ascribed to such capitalized terms in that certain Declaration of Condominium of Colonial Saint Condominium, a Commercial Condominium (the "Declaration"), unless the context otherwise requires and states.

ARTICLE I

NAME

The name of the corporation shall be Colonial Saint Commercial Condominium Association, Inc. For convenience this corporation shall be referred to as the "Association".

ARTICLE II

PURPOSES

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as Colonial Saint Condominium, a Commercial Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.
2. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERS

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

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner shall be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association shall be established by the recording in the Public Records of Monroe County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

ARTICLE V

DIRECTORS

The affairs of the Association shall be managed by a board of directors (the "Board"), which shall consist of four (4) directors. The Retail Unit will have appurtenant to it the right to elect two (2) such members of the Board, and the Hotel Unit will have appurtenant to it the right to elect the other two (2) members of the Board. In the event of any subdivision of the Retail Unit or Hotel Unit, there shall be no increase in the number of directors on the Board and the Owners of the Retail Sub-Units shall collectively have the right to elect two (2) members of the Board and the Owners of the Hotel Sub-Units shall collectively have the right to elect two (2) members of the Board.

ARTICLE VI

INDEMNIFICATION

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by, or imposed upon, such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

BYLAWS

The Bylaws shall be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

AMENDMENTS

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

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.

2. Proposal of an amendment and approval thereof shall require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members nor any approval thereof is required. At the time of the initial recording of the Declaration, the Board shall consist of four (4) directors. For so long as the Board consists of four (4) directors, a majority of the Board shall mean three (3) of the four (4) total directors. No amendment of these Articles will be permitted if such amendment would prejudice or impair to any material extent the rights of an Owner or its Mortgagee, without the consent of such Owner and Mortgagee:

3. Any amendment of these Articles shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

4. Once adopted, an amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Monroe County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes.

ARTICLE IX

TERM

The term of the Association is perpetual unless terminated in accordance with Florida law.

ARTICLE X

INCORPORATOR

The name and residence of the incorporator to these Articles of Incorporation is as follows:

Name

Address

Joseph Cohen

301 Lincoln Road
Miami Beach, Florida 33139

ARTICLE XI

REGISTERED AGENT

The Association hereby appoints Joseph Cohen as its registered agent to accept service of process within this state. The registered office shall be located at 301 Lincoln Road, Miami Beach, FL 33139.

ARTICLE XII

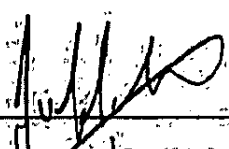
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Association shall be 326 Duval Street, Key West, Florida 33040, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this 12 day of AUGUST, 2014.

By: _____

Printed Name: _____


Joseph Cohen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That COLONIAL SAINT COMMERCIAL CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Joseph Cohen, located at such registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with Section 617.0501, Florida Statutes.

Joseph Cohen

DATED: August 12, 2014