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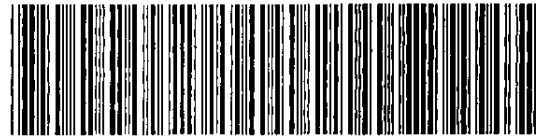
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TALLAHASSEE, FLORIDA

4/27/15

CHRISTIE S. JONES, P.A.

ATTORNEY AT LAW

3482 KINGS ROAD, UNIT 106
PALM HARBOR, FLORIDA 34685-4190

TELEPHONE (727) 433-9669
E-MAIL: LargoLaw@aol.com

April 20, 2015

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: TURTLE BEACH LAND CONDOMINIUM ASSOCIATION, INC.

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for TURTLE BEACH LAND CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit. Also enclosed please find Christie S. Jones, P.A. Check Number 7359 in the amount of \$78.75 for the filing fee, the registered agent designation fee and a certified copy of the Articles of Incorporation.

Please return the Certificate of Incorporation and the certified copy of the Articles of Incorporation to me at the above address.

As always, should you have any questions, or if I can be of any further assistance in this matter, please do not hesitate to call me.

Very truly yours,

CHRISTIE S. JONES, P.A.



Christie S. Jones, Esquire

Enclosures

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ARTICLES OF INCORPORATION
of
TURTLE BEACH LAND
CONDOMINIUM ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, do hereby declare as follows:

ARTICLE I. - NAME OF CORPORATION

The name of this corporation shall be TURTLE BEACH LAND CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II. - GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as TURTLE BEACH, A LAND CONDOMINIUM, located at Seaview Drive, Crystal Beach, Pinellas County, Florida 34681, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes (2014).

ARTICLE III. - POWERS

The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium of TURTLE BEACH, A LAND CONDOMINIUM, as more particularly set forth in the Declaration of Condominium of TURTLE BEACH LAND, A LAND CONDOMINIUM, the Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including ninety-nine (99) years (whether or not such interests relate to property contiguous to the land of the Condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities.

ARTICLE IV. - MEMBERS

All persons owning a vested present interest in the fee title to a Land Unit in TURTLE BEACH, A LAND CONDOMINIUM, which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security

for the performance of an obligation. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the Condominium, the membership of a Land Unit Owner who conveys his or her Land Unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such Land Unit's share of the funds collected and held by the trustee.

The change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance transferring fee title to the Land Unit.

Membership shall be appurtenant to and shall not be separated from ownership of the Land Unit.

Prior to the recording of the Declaration of Condominium of TURTLE BEACH, A LAND CONDOMINIUM, the subscriber hereto shall constitute the sole member of the Association.

ARTICLE V.- VOTING RIGHTS

Each Land Unit submitted to condominium ownership pursuant to Paragraph 4 of the Declaration of Condominium shall be entitled to one (1) vote at Association meetings. When more than one person owns a Land Unit in the Condominium, the vote for that Land Unit shall be exercised as they, among themselves, determine, but in no event shall more than the one (1) vote allocated to that Land Unit be cast, and the vote shall not be divided among the Owners of any one Land Unit. If one (1) Owner owns more than one (1) Land Unit, such Owner shall have one (1) vote for each Land Unit owned.

ARTICLE VI.- INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.- EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII.- REGISTERED OFFICE, REGISTERED AGENT, PRINCIPAL PLACE OF BUSINESS

The registered office of the Association shall be at 3482 Kings Road, Unit 106, Palm Harbor,

Florida 34685-4190, and the registered agent at such address shall be Christie S. Jones, Esquire, of the law firm of Christie S. Jones, P.A., until such time as another registered agent is appointed by resolution of the Board of Directors. The initial principal place of business of the Association shall be 2611 Keystone Road, Suite B-4, Tarpon Springs, Florida 34688.

ARTICLE IX.- NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons nor more than seven (7) persons, as shall be designated by the Bylaws.

ARTICLE X.- BOARD OF DIRECTORS AND OFFICERS

The names and mailing addresses of the initial Board of Directors and officers are as follows:

<u>Name</u>	<u>Address</u>
MARC RUTENBERG	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688
ASHLEY RUTENBERG ISEL	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688
BILL DOLENCE	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688

The Directors shall not be compensated by the Association for their services as Directors.

ARTICLE XI.- RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIII hereof, and the provisions of the Section 718.112(2)(j), Florida Statutes, and the rules and regulations promulgated pursuant thereto, members of the Board of Directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

ARTICLE XII.- INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association to the maximum extent required and allowed by Florida law. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XIII.- RIGHTS OF DEVELOPER

As more particularly set forth in Section 718.301(1), Florida Statutes, Turtle Beach Land Company, LLC, a Florida limited liability company, which is the Developer of TURTLE BEACH, A LAND CONDOMINIUM, and which is referred to herein as the Developer, shall have the right to appoint all of the Directors of the Association (which Directors need not be Land Unit Owners), subject to the following:

A. If Land Unit Owners other than the Developer own fifteen percent (15%) or more of the Land Units in the Condominium that will be operated ultimately by the Association, such Land Unit Owners are entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association.

B. Land Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of the Association, upon the first to occur of any of the following events:

1. Three (3) years after fifty percent (50%) of the Land Units that will be operated ultimately by the Association have been conveyed to purchasers;
2. Three (3) months after ninety percent (90%) of the Land Units that will be operated ultimately by the Association have been conveyed to purchasers;
3. When all of the Land Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;
4. When some of the Land Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business;
5. When the Developer files a petition seeking protection in bankruptcy;
6. When a receiver for the Developer is appointed by a circuit court and is not discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after appointment of the receiver that transfer of control would be detrimental to the

Association or its members;

7. Seven (7) years after the date of the recording of the certificate of a surveyor and mapper pursuant to Section 718.104(4)(e), Florida Statutes, or the recording of an instrument that transfers title to a Land Unit in the Condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such Land Unit, whichever occurs first.

C. The Developer is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Land Units in the Condominium. After the Developer relinquishes control of the Association in accordance with the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and Section 718.301, Florida Statutes, the Developer may exercise the right to vote any Developer-owned Land Units in the same manner as any other Land Unit Owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

D. Any Director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the Land Unit Owners.

E. Election of members of the Board of Directors by Land Unit Owners other than the Developer, and transfer of control of the Association from the Developer to Land Unit Owners other than the Developer shall occur in accordance with the provisions of Section 718.301, Florida Statutes, and the rules and regulations pertaining thereto promulgated by the Division of Condominiums, Timeshares and Mobile Homes.

ARTICLE XIV.- BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in the manner provided in such Bylaws.

ARTICLE XV.- SUBSCRIBER

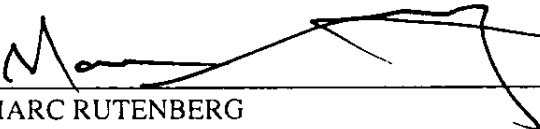
The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
MARC RUTENBERG	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688

ARTICLE XVI.- AMENDMENT

These Articles of Incorporation may be amended as set forth in Chapters 617 and 718, Florida Statutes; provided, however, that any such amendment shall be approved by at least seventy-five percent (75%) of the voting interests of the Association. Until the election of a majority of the members of the Board of Directors by Land Unit Owners other than the Developer, no amendment shall be effective without the written consent of the Developer.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of April, 2015.


MARC RUTENBERG

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by MARC RUTENBERG, who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of April, 2015,
in the aforesaid County and State.

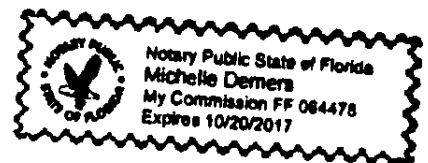
NOTARY PUBLIC


Signature of Notary Public

Michelle Demers
Printed Name of Notary Public

Commission Number:

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, TURTLE BEACH LAND CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, hereby designates CHRISTIE S. JONES, ESQUIRE, of the law firm of CHRISTIE S. JONES, P.A., whose address is 3482 Kings Road, Unit 106, Palm Harbor, Florida 34685-4190, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby state that I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity

Dated the 24 day of April, 2015.


CHRISTIE S. JONES ESQUIRE

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CLERK OF STATE
TALLAHASSEE, FLORIDA