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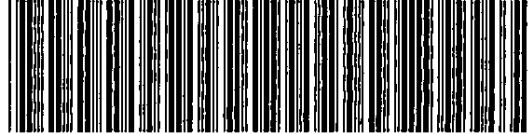
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15 MAY 28 AM 8:10
TALLAHASSEE FLORIDA

WLS-35278

Spira, Beadle & McGarrell, P.A.

Attorneys & Counselors at Law

5205 Babcock Street, N.E.

Palm Bay, Florida 32905

**Jack B. Spira
James P. Beadle
Thomas P. McGarrell
Stephen E. Spira**

Telephone: (321) 725-5000

Facsimile: (321) 724-6008

April 27, 2015

***Of Counsel*
Michelle Stein Spira**

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Building "B", Viera Promenade Condominium Association, Inc.

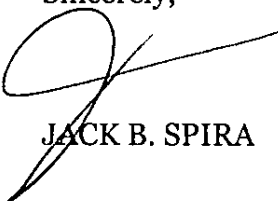
Enclosed please find original and one copy of Articles of Organization for the above-referenced not-for-profit corporation and check in the amount of \$78.75 payable to the Secretary of State representing the filing fee.

Please return the extra copy of the Articles to me once they have been recorded.

If you have any questions or require further information, please advise.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'J. Spira', written over the printed name Jack B. Spira.

JACK B. SPIRA

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 19, 2015

JACK B. SPIRA
5205 BABCOCK ST NE
PALM BAY, FL 32905

SUBJECT: BUILDING "B", VIERA PROMENADE CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W15000035278

We have received your document for BUILDING "B", VIERA PROMENADE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation must list a street address as the Principal office address of the corporation.

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.

Jessica A Fason
Regulatory Specialist II

Letter Number: 515A00010450

RECEIVED

15 MAY 28 AM 10:37

ARTICLES OF INCORPORATION
of

BUILDING "B", VIERA PROMENADE CONDOMINIUM ASSOCIATION, INC.
A Not-for-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I
NAME

The name of this corporate shall be **BUILDING "B", VIERA PROMENADE CONDOMINIUM ASSOCIATION, INC.** ("Association"). The terms contained in these Articles of Incorporation ("Articles") shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

ARTICLE II
PURPOSES

The purposes for which this Association is formed are as follow:

A. To form an "Association" as defined in Chapter 718, Florida Statutes, ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the Property of the Association, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in **BUILDING "B", VIERA PROMENADE CONDOMINIUM ASSOCIATION, INC.** (the "Project"); and to own, operate, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Project.

B. To carry out the duties and obligation and receive the benefits given the Association by the Declaration of Condominium for **BUILDING "B", VIERA PROMENADE CONDOMINIUM ASSOCIATION, INC.**, a commercial condominium ("Declaration").

C. To establish by-laws for the operation of the Project ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

D. The Association shall have all the common law and statutory powers provided under the laws of the state of Florida, and those powers provided by the Declaration, these Article and the By-Laws of the Association.

ARTICLE III MEMBERS

A. All Unit Owners in the Condominium shall automatically be members of the Association and membership shall automatically terminate when titles to their Unit is conveyed. If a member conveys title to his Unit under provisions of the Declaration, the new Unit Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have voting rights equal to its percentage of ownership of the Common Elements in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting member for each Unit in which he or it owns an interest.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit. No part of the income of the Association shall be distributed to its members, directors or officers.

ARTICLE IV EXISTENCE

This Association shall have perpetual existence. In the event that the Association is dissolved, portions of the Common Elements which consist of the surface water management system shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to surface water management purposes.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

Jack B. Spira, Esq.
Spira, Beadle & McGarrell P.A.
5205 Babcock St.
Palm Bay, Florida 32905

ARTICLE VI DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) persons ("Directors"). The first Board of Directors shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Directors shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers, as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need be a Director.

ARTICLE VII FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership.

Name

Address

Jack B. Spira

5205 Babcock St.
Palm Bay, Florida , 32905

C. Mario Oliveira

1223 Gateway Dr.
Melbourne, Florida 32901

Walter J. Morales

1341 Medical Park Dr. Ste 102
Melbourne, Florida . 32901

ARTICLE VIII OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administrated by officers who shall be elected by and serve at the pleasure of said Board of Directors. The following person shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Directors:

<u>Name</u>	<u>Office</u>
Jack B. Spira	President
Walter J. Morales	Vice-President
C. Mario Oliveira	Secretary /Treasurer.

ARTICLE IX BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Directors and attached to the Declaration to be filed in the Public Records of Brevard County, Florida. The By-Laws may be amended by the members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE X AMENDMENTS

A. Proposal for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by ten percent (10%) of the members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the members not less than ten (10) days nor more than sixty (60) day following his receipt of the proposed amendment. Should the President fail to call such special meeting, the members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the votes for the members shall be required for approval of the proposed amendment or amendments.

B. Any member may waive any or all of the requirements of these articles to receive the submission of proposed amendments to these Articles of Incorporation. Such waiver may be submitted to the President or notice of special meeting to vote thereon either before, at or after a membership meeting at which vote is taken to amend these Articles of Incorporation.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

ARTICLE XI INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XII ADDRESS

The principal address of the Association shall be 5205 Babcock St. Palm Bay, Florida, 32905, or at such other place as may be subsequently designated by the Board of Administration.

**ARTICLE XIII
CONVEYANCE**

The Association shall accept any and all deeds of conveyance delivered to it by the "Developer" as defined in the Declarations.

**ARTICLE XIV
QUORUM**

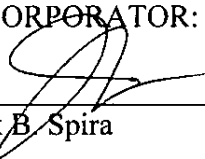
A quorum at a members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast one-third (1/3) of the votes of members. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number authorized votes shall be reduced accordingly during the period of such suspension.

**ARTICLE XV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5205 Babcock St. Palm Bay, FL 32905 and the name of the Association's initial registered agent at that address is Jack B. Spira.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23 day of April, 2015.

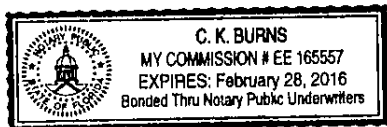
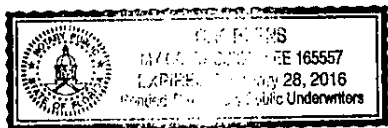
INCORPORATOR:

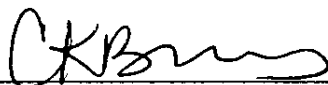


Jack B. Spira

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Jack B. Spira, personally known to me, who being by me first duly sworn, acknowledgment that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 23 day of April, 2015.






Notary Public
My Commission Expires:

CERTIFICATE OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **BUILDING "B", VIERA PROMENADE CONDOMINIUM ASSOCIATION, INC.**, corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at Melbourne, county of Brevard, state of Florida, has named Jack B. Spira located at 5205 Babcock St. Palm Bay, Florida, FL 32905, as its agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: April 23, 2015.



Jack B. Spira, Resident Agent

15 MAY 28 AM 8:10
TALLAHASSEE
FLORIDA