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Division of Corporations

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Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION
TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM
AS

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SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.
ATTORNEYS AT LAW
FIRM ESTABLISHED 1924

JAY ANDREW BRETT
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
MICHAEL B. HILL *
CHRISTOPHER E. HALKITIS**

9100 COLLEGE POINTE COURT
FORT MYERS, FLORIDA 33919
(239) 334 - 1141 PHONE
(239) 334 - 3965 FAX

ELECTRONIC MAIL:

brett@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com
hill@sbshlaw.com
halkitis@sbshlaw.com

* FLORIDA BAR BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
^ CERTIFIED PUBLIC ACCOUNTANT (FL)
** LICENSED IN THE STATE OF NEW YORK

www.sbshlaw.com

JOHN W. SHEPPARD (RETIRED)
JOHN F. STEWART (RETIRED)

JOHN K. WOOLSLAIR (1908-1968)
W.A. SHEPPARD (1898-1971)

October 14, 2015

VIA FAX: 1 (850) 617-6381

Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: TUSCAN PLACE MEDICAL AND PROFESSIONAL
CONDOMINIUM ASSOCIATION, INC.

Dear Sirs:

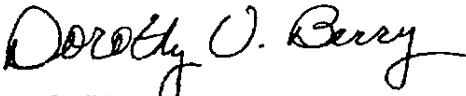
Attached are FAX-file coversheet and proposed Articles of Incorporation for the referenced entity. The filing amount of \$78.75 will be deducted from the firm's SunBiz account to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and providing a certified copy of the Charter to our office, attention, D. Hugh Kinsey, Jr. and/or to: Kinsey@sbshlaw.com.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.


Dorothy V. Berry
Legal Assistant

Attachments

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM
ASSOCIATION, INC.
A Florida Corporation not-for-profit**

The undersigned Incorporators, by these Articles, associate themselves for the purpose of forming a Corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is the TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

The purpose for which this corporation is organized is to act as the governing association of TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM, located at 326 Del Prado Boulevard North, Cape Coral, Florida 33909. The principal office and mailing address of this corporation is: 8851 Board Room Circle, Fort Myers, Florida 33919.

ARTICLE III

The qualification of members of the Association shall be ownership of a condominium unit in TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM and admission shall be automatic upon securing title to said condominium unit.

ARTICLE IV

This corporation shall exist perpetually. If dissolved due to voluntary termination or otherwise, the property consisting of the surface water management system will be conveyed to an appropriate agency of local government. If this is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

ARTICLE V

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Name	Address
Mazen Daoud	15244 Fiddlesticks Boulevard Fort Myers, Florida 33912
Husni A. Charara	1120 Wales Drive Fort Myers, Florida 33901

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ARTICLE VI

The affairs of the corporation are to be managed initially by a Board of three (3) Directors who will be elected each year at the annual meeting of the corporation as provided for in the By-Laws. At such time as the Developer has relinquished control of the corporation as provided by the Condominium Act, the Board may be composed of any odd number of Directors that they decide (as provided for in the By-Laws). The names and addresses of the initial Directors are as follows:

Name	Address
Mazen Daoud	15244 Fiddlesticks Boulevard Fort Myers, Florida 33912
Husni A. Charara	1120 Wales Drive Fort Myers, Florida 33901
Donia M. Hachem	1120 Wales Drive Fort Myers, Florida 33901

ARTICLE VII

The names of the Officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Mazen Daoud	President
Husni A. Charara	Vice President/Secretary
Donia M. Hachem	Treasurer

ARTICLE VIII

The By-Laws of the corporation are to be made, altered, amended or rescinded by a majority vote of the members and Directors of the corporation.

ARTICLE IX

Amendments to the Articles of Incorporation may be proposed and adopted at any regular or specially called meeting of the members of the corporation or any annual meeting of the corporation.

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ARTICLE X

Each unit in the condominium shall be entitled to cast a vote equal to the percentage of the square feet of such Unit in relation to that total square footage of all of the Units, as provided in the Declaration of Condominium. Said vote shall be cast by a designated owner as provided for in the Declaration of Condominium.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XII

This corporation shall have all the powers permitted by law together with such additional specific powers as are set forth in these Articles, the Declaration, and By-Laws, as amended from time to time. In addition thereto, but not limited thereby, the Association shall have all of the powers and duties reasonably necessary to operate the Condominium as follows:

(A) To acquire and enter into agreements whereby it acquires land, leaseholds, memberships or other possessory or use interests in lands or facilities for use and benefit of the unit owners.

(B) To contract with a third party for the management of the Condominium, and to delegate to the contractor, all powers and duties of this Association, except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the Association.

(C) To acquire by purchase or otherwise condominium parcels for the Condominium, subject nevertheless to the applicable provisions of the Declaration.

(D) To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose, and intent of the respective Declaration as the same may, from time to time, be amended; and to otherwise perform, fulfill, and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated by the Declaration and/or By-Laws.

(E) To make and collect Assessments and other charges against members as unit owners, and to use the proceeds thereof in the exercise of its powers and duties.

(F) To own and convey property; and to operate and maintain common property, including without limitation, specifically the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances; sue and be sued; establish rules and regulations, and assess members and enforce said assessments as provided for in the Declaration of Condominium.

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If wetland mitigation or monitoring is required the Association shall be responsible to carry out this obligation. The rules and regulations state that it shall be the Association's responsibility to complete the task successfully, including meeting all permit conditions associated with wetland mitigation, maintenance and monitoring.

(G) The Association acknowledges that it owns the surface water management system for the Condominium, and that said system is a Common Element. The Association shall be responsible for and shall operate and maintain the surface water management system for the Condominium. Assessments for the operation and maintenance of the surface water management system shall be made and collected as part of and pursuant to the assessment provisions of the Declaration of Condominium for the Condominium. The foregoing promises pertaining to the surface water management system shall be in effect for at least 25 years with automatic 25 year renewal period thereafter. The foregoing promises pertaining to the surface water management system, and the rules and regulations shall remain in affect for a minimum of twenty-five (25) years and shall be automatically renewed thereafter

(H) Any proposed subsequent amendment to the Articles of Incorporation which would affect the surface water management system (including environmental conservation areas and the water management portions of the common areas) must be submitted to the District for a determination of whether the amendment necessitates a modification of the environmental resource of surface water management permit. Said subsequent amendment affecting the surface water management system may not be finalized until any necessary permit modification is approved. The Association has the power to accept into the Association subsequent phases that will utilize the same surface water management system. The District has the right to take enforcement action, including a civil action for an injunction and penalties against the Association to compel it to correct any outstanding problems with the surface water management system facilities or in mitigation or conservation areas under the responsibility or control of the Association.

ARTICLE XIII

No part of the net earnings of this corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance, or care of corporation's property or through the rebate of the excess membership dues, fees, or assessments. This Association shall make no distribution of income to its Members, Directors, or Officers. This provision shall not preclude the Board from employing a Director or Officer of the Association as an employee of the Association, nor shall it preclude any Officer, Director, or Member of the Association from dealing with the Board of Directors for performance of services, purchase of products, equipment or other things for the benefit of the unit owners on an arms length basis, and for receiving fair and negotiated compensation therefore.

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ARTICLE XIV

The initial registered office of this corporation shall be located at 8851 Board Room Circle, Fort Myers, Florida 33919 and the initial registered agent at that address is Husni A. Charara.

ARTICLE XV

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 in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his 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 actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interest 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 action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

(D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association. 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.

ARTICLE XVI

The original By-Laws shall be made by the Board and declared under the Declaration of Condominium. The same may thereafter be amended, altered or rescinded only with the approval of not less than a majority of the Board of administrators and not less than 51% of the votes cast by members of the Association. In addition, any action affecting any of the following shall require the approval of the mortgage holders with respect to units that in the aggregate hold at least fifty-one percent (51%) of the votes that can be cast on any issue.

(A) Voting.

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- (B) Assessments, assessment liens or subordination of such liens.
- (C) Reserves for maintenance, repairs and replacement of the Common Elements.
- (D) Insurance or fidelity bonds.
- (E) Rights to use the Common Elements.
- (F) Responsibility for maintenance and repairs of the several portions of the Condominium.
- (G) Expansion or contraction of the Condominium or the addition, annexation or withdrawal of property to or from the Condominium.
- (H) Boundaries of any Unit.
- (I) The interests in the general of Limited Common Elements.
- (J) Convertability of units into Common Elements or of Common Elements into Units.
- (K) Leasing of Units.
- (L) Imposition of any right of first refusal or similar restriction on the right of a Unit owner to sell, transfer or otherwise convey its unit.
- (M) Any provisions which are for the express benefit of mortgage holders, insurers or guarantors of the first mortgages on Units.
- (N) Termination of the Condominium.

IN WITNESS WHEREOF, the incorporator of the Corporation has hereunto affixed his signature this 12th day of October, 2015.



MAZEN DAOUD

HUSNI A. CHARARA

STATE OF FLORIDA

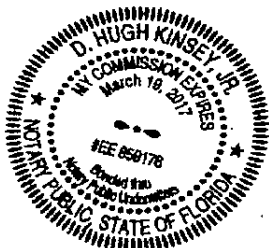
COUNTY OF LEE

THE FOREGOING INSTRUMENT, was on this 12th day of October, 2015, signed by the said MAZEN DAOUD and HUSNI A. CHARARA, as incorporators, who () are personally known to me or who (x) produced FLORIDA DRIVERS LICENSE S as identification.



Notary PublicPrinted Name of Notary: D. HUGH KINSEY, JR.

(SEAL)
Comm. Exp. Date:
Comm. Number:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - THAT TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM
ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER CHAPTER 617 OF THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF LEE,
STATE OF FLORIDA, HAS NAMED HUSNI A. CHARARA, LOCATED AT 8851 BOARD ROOM CIRCLE,
FORT MYERS, FLORIDA 33919, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TUSCAN PLACE MEDICAL AND PROFESSIONAL CONDOMINIUM
ASSOCIATION, INC.

Signature: _____

MAZEN DAOUD

Title:

PRESIDENT

Date: October 12, 2015

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

HUSNI A. CHARARA, Resident Agent

Date: October 12, 2015

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