

# N150000/D428

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☐ PICK-UP

☐ WAIT

☐ MAIL

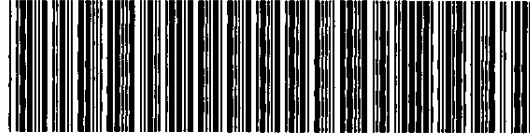
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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 OCT 23 PM 3:24

APPROVAL  
AND  
FILED

1/17

## COVER LETTER

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

**SUBJECT:** Reef Realty, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Michael W. Cochran, Esq., Law Offices of Kevin T. Wells  
Name (Printed or typed)

1800 Second Street, Suite 808

Address

Sarasota, FL 34236

City, State & Zip

(941) 366-9191

Daytime Telephone number

mcochran@kevinwellspa.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 16, 2015

MICHAEL W. CHCHRAN, ESQ

SUBJECT: REEF REALTY, INC.  
Ref. Number: W15000060841

We have received your document for REEF REALTY, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Customer is going to dissolve the Profit and then have the Non profit filed.

Please return the corrected original and one copy of 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.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 015A00019548

Val.

***Reef Realty, Inc.***  
8770 Midnight Pass Rd.  
Sarasota, FL 34242  
941-960-2394

October 23, 2015

Department of State  
Attn: Ms. Valerie Herring  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

*Via facsimile transmission to (850) 245-6804*

Re: Reef Realty, Inc. – Release of Name  
Document No. P15000001876

Dear Ms. Herring:

Per our attorney's telephone call with you this morning, I am informing you that the corporation has been dissolved and I would like to release the corporation's name. We will be filing the new corporation as a Not-for-Profit corporation

Thank you for your assistance in this matter.

Very truly yours,

  
Katherine Barshinger, Director

**ARTICLES OF INCORPORATION  
OF  
REEF REALTY, INC.  
(A Corporation Not-For-Profit)**

APPROVED  
AND  
FILED  
15 OCT 23 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**1. NAME OF CORPORATION**

The name of this Corporation shall be **REEF REALTY, INC.** ("Corporation").

**2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office and mailing address of this Corporation shall be 8770 Midnight Pass Road, Sarasota, Florida 34242. The Corporation's Board of Directors (the "Board" or "Board of Directors") may change the location of the principal office from time to time in the manner provided by law.

**3. PURPOSE**

The purpose of this Corporation is to sell and lease real property located in the Island Reef Section I Condominium and Island Reef Section II Condominium, located in Sarasota County, Florida and shall perform all matters incidental thereto.

**4. POWERS**

**4.1 Common Law and Statutory Powers.** The Corporation shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles of Incorporation, the Corporation's Bylaws (the "Bylaws"), or the Florida Not-for-Profit Corporation Act.

**4.2 Specific Powers.** The Corporation shall also have all the powers and duties set forth in the Bylaws, as they may be amended from time to time; and all of the powers and duties reasonably necessary to operate the Corporation, including, but not limited to, the following:

**4.2.1** To purchase, sell, transfer, lease or otherwise acquire Units in the Island Reef Section I Condominium, and in the Island Reef Section II Condominium in the name of the Corporation.

**4.3 Limitation on Exercise of Powers.** The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Bylaws.

## **5. BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be changed from time to time by Bylaws adopted by the shareholders. The name and address of each member of the Initial Board of Directors are:

Katherine Barshinger  
8770 Midnight Pass Road  
Sarasota, FL 34242

Representative of The Board of Directors  
of the Island Reef Condominium Association, Inc.  
8770 Midnight Pass Road  
Sarasota, FL 34242

## **6. OFFICERS**

The affairs of the Corporation shall be administered as directed by the Board of Directors and by the officers designated in the Bylaws. The officers shall be elected by the Board. Officers shall serve at the pleasure of the Board of Directors.

## **7. CORPORATE TERM OF EXISTENCE**

The term of which this Corporation is to exist shall be perpetual, unless sooner dissolved according to law.

## **8. REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent and office of the Corporation, until otherwise determined by the Board, shall be c/o The Law Offices of Kevin T. Wells, P.A., 1800 Second Street, Suite 808, Sarasota, Florida 34236. The Corporation's Board of Directors is authorized to change its registered agent and registered office in the manner provided by law.

## **9. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

9.1 **Indemnity.** The Corporation shall indemnify any Officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or committee member of the Corporation, against expenses (including without limitation attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless: (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by

judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the Corporation, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and committee members as permitted by Florida law.

**9.2 Defense.** To the extent that a Director, Officer, or committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 9.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

**9.3 Advances.** Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized by this Article 9.1.

**9.4 Miscellaneous.** The indemnification provided by this Article 9.1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

**9.5 Insurance.** The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, employee, or agent of the Corporation, or a Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

**9.6 Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 9.1 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

**9.7 Delegation.** To the extent permitted by law, the powers and duties of the Directors and Officers may be delegated for the purpose of management.

## **10. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as follows:

**10.1 Proposal.** Amendments to these Articles of Incorporation may be proposed either by the President, or by a majority of the Board.

**10.2 Adoption.** Approval of a proposed amendment to these Articles of Incorporation must be by a majority of the Board.

**10.3 Automatic Amendment.** These Articles of Incorporation shall be deemed amended, if necessary, so as to make the same consistent with the provisions of these Articles of Incorporation. Whenever Chapter 617, Florida Statutes, or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles of Incorporation, the Board of Directors may operate the Corporation pursuant to the less stringent requirements. The Board of Directors, may adopt by majority vote, amendments to these Articles of Incorporation as the Board of Directors deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, and 617 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Corporation, all as amended from time to time.

**10.4 Certification.** A copy of each amendment to the Articles shall be filed with the Florida Secretary of State, along with a certificate of amendment executed by the appropriate officers of the Corporation attesting that the amendment has been lawfully adopted. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles.

## **11. BYLAWS**

The Bylaws may be amended in the manner provided in the Bylaws.

## **12. REMOVAL OF DIRECTORS AND OFFICERS**

The shareholders of this Corporation shall be entitled to remove any director and officer from office at any time for any reason whatsoever whether or not there is cause for removal.

## **13. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Michael W. Cochran, Esq.  
The Law Offices of Kevin T. Wells, P.A.  
1800 Second Street, Suite 808  
Sarasota, Florida 34236

The undersigned has executed these Articles on August 28, 2015.



Michael W. Cochran, Esq.  
"Incorporator"



**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process at the place designated in the Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



\_\_\_\_\_  
Michael W. Cochran, Esq.

DATE: August 28, 2015

APPROVAL  
AND  
FILED  
15 OCT 23 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA