

N590010737

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000269036 3)))



H150002690363ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : FORSYTH & BRUGGER, P.A.
Account Number : I20040000147
Phone : (239) 263-6000
Fax Number : (239) 263-6757

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: adam@naplesreddevelopment.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
BANYAN CORNERS CONDOMINIUM ASSOCIATION, INC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

15 NOV 10 AM 7:05
RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

H15000269036 3

ARTICLES OF INCORPORATION

OF

BANYAN CORNERS CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME:

The name of the corporation shall be **Banyan Corners Condominium Association, Inc.**, whose principal business address is **345 Banyan Blvd., Naples, Florida 34102**, and whose mailing address is **P.O. Box 1309, Naples, Florida 34106**. For convenience the corporation shall be referred to in the instrument as the Corporation.

ARTICLE II

PURPOSE:

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of **Banyan Corners**, a condominium.

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS:

The powers of the Corporation shall include and be governed by the following provisions:

3.1. 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.

3.2. The Corporation shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:

H15000269036 3

H15000269036 3

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium;
- b. To use the proceeds of assessments in exercise of its powers and duties;
- c. The maintenance, repair, replacement and operation of the condominium property;
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Corporation and its members as unit owners;
- e. The reconstruction of improvements after casualty and the future improvements of the property;
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided however, that all such regulations and their amendments shall be approved by not less than three-fifths (3/5) of the entire voting membership.
- g. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the By-Laws;
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation, and the regulations for the use of the property in the condominium;
- i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation;
- j. To contract for the management or operation of portions of the common elements susceptible to separated management or operation, and to lease such portions; and
- k. To employ personnel to perform the services required for proper operation of the condominium.

3.3. All funds and the title of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

3.4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

H15000269036 3

H15000269036 3

ARTICLE IV

MEMBERS:

4.1. The members of the Corporation shall consist of all of the record owners of units in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

4.4. The owner of each unit shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

ARTICLE V

DIRECTORS:

5.1. The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination, shall consist of three directors.

5.2. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Adam Smith
P.O. Box 1309
Naples, Florida 34106

Andrew Smith
P.O. Box 1309
Naples, Florida 34106

Regina Spicer
P.O. Box 1309
Naples, FL 34106

H15000269036 3

H15000269036 3

ARTICLE VI**OFFICERS:**

The affairs of the corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President

Adam Smith

Secretary/Treasurer

Regina Spicer

ARTICLE VII**INDEMNIFICATION:**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding 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 Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. 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 VIII**BY-LAWS:**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by three-fifths (3/5) of the entire voting membership.

ARTICLE IX**AMENDMENTS:**

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

H15000269036 3

H15000269036 3

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

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than three-fifths (3/5) of the votes of the entire membership of the Corporation.

9.3. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Collier County, Florida.

ARTICLE X

TERM:

The term of the Corporation shall be perpetual.

ARTICLE XI

SUBSCRIBER:

The name and address of the subscriber of these Articles of Incorporation are as follows:

John N. Brugger
Forsyth & Brugger, P.A.
600 5th Avenue South, Suite 207
Naples, FL 34102

Signatures appear on the following page.

H15000269036 3

IN WITNESS WHEREOF, the subscriber has affixed his signature on this 10th day of November 2015.

Adam Smith
ADAM SMITH

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared **ADAM SMITH**, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 10th day of November 2015.

(SEAL)

[Signature]
Notary Public State of Florida
Personally Known X OR Produced Identification
Type of Identification Produced



H15000269036 3

H15000269036 3

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Banyan Corners Condominium Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 345 Banyan Blvd., Naples, Florida 34102, has named **JOHN N. BRUGGER**, located at 600 5TH Avenue South, Suite 207, Naples, Florida 34102, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at place designated in the 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.



John N. Brugger
Resident Agent

H15000269036 3