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SECTION 101
TALLAHASSEE, FL 32301

COVER LETTER

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

SUBJECT: MAISON RESIDENCES CONDOMINIUM ASSOCIATION,
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) INC.

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:

Owen Goodwyne
Name (Printed or typed)

1924 TEMPLE DR
Address

TALLA FL 32303
City, State & Zip

850 / 509 - 77 99
Daytime Telephone number

Ogoodwyne@comcast.net
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

June 7, 2016

OWEN GOODWYNE
1924 TEMPLE DR
TALLAHASSEE, FL 32303

SUBJECT: MAISON RESIDENCES CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W16000041422

We have received your document for MAISON RESIDENCES CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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: 016A00011991

RECEIVED

16 JUN 24 PM 1:23

*need to
resubmit
w/ same
reg agent*

6/22/16

All enclosed document

corrected page 7

Owen Goodwyne

ARTICLES OF INCORPORATION
of
Maison Residences Condominium Association, Inc.

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 718, Florida Statutes, and certify as follows:

ARTICLE I
NAME

The name of the corporation shall be Maison Residences Condominium Association, Inc. For convenience, the Corporation shall be referred to in this instrument as "the Association."

ARTICLE II
PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members. The specific purpose for which it is formed is providing the operation, maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for **Maison Residences, a condominium**, (hereinafter, "the Declaration of Condominium"), recorded in the Public Records of Monroe County, Florida, and to promote the health, safety and welfare of the owners and guests within the Condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration of Condominium, as well as those set forth in Chapter 718, Florida Statutes (the Condominium Act), which powers and privileges include but are not limited to the following:

1. to fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
2. to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;

3. to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership of the Association;
4. to borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;
5. to participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
6. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise;
7. to maintain, manage, repair, rebuild (if necessary) docking facilities should permitting be acquired from local, state and federal governments;
8. to establish and enforce reasonable rules governing the use of units, Common Elements and Association Property;
9. to employ personnel, independent contractors and professionals, and enter into service contracts, for maintenance, operation and management of the condominium property and Association property;
10. to sue and be sued, and to enforce by legal means the Condominium's Declaration and By-laws;
11. to maintain, repair replace and operate Condominium property and Association property.

ARTICLE III MEMBERSHIP AND VOTING

- A. Membership. Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Monroe County, Florida, a deed or other instrument establishing a record title to any Unit in a transferee, and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferor shall be terminated.

- B. Appurtenance to Unit. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his/her Unit.
- C. Voting Rights. Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE IV
BOARD OF ADMINISTRATION

- A. Membership of Board. The affairs of this Association shall be managed by a Board consisting of the number of Administrators determined by the By-Laws, but not fewer than three (3) Administrators.
- B. Election and Removal. Administrators shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Administrators may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.
- C. First Board of Administrators. The names and addresses of the persons who shall act in the capacity of Administrators until their successors shall be elected and qualified are as follows:

NAME	ADDRESS
George Heaton	277 Royal Poinciana Way #156 Palm Beach, FL 33480
Lee Heaton	277 Royal Poinciana Way #156 Palm Beach, FL 33480
Kristina Matas	277 Royal Poinciana Way #156 Palm Beach, FL 33480

The Administrators named above shall serve until the first election of Administrators, as determined by the By-Laws and any vacancies in their number occurring before the first election of Administrators shall be filled by act of the remaining Administrators.

D. Developer's Rights. Developer is Maison Residences, LLC, a Florida limited liability company. Developer reserves the right to designate successor Administrators to serve on the first Board so long as the first Board is to serve.

E. Transfer of Association Control. When unit owners other than the Developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the Developer are entitled to elect at least one-third of the members of the board of administration of the Association. Unit owners other than the Developer are entitled to elect at least a majority of the members of the board of administration of the Association, upon the first to occur of any of the following events:

(a) Three years after 50 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the 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;

(d) When some of the 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;

(e) When the Developer files a petition seeking protection in bankruptcy;

(f) When a receiver for the Developer is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after appointment of the receiver that transfer of control would be detrimental to the association or its members; or

(g) Seven years after the date of the recording of the certificate of a surveyor and mapper pursuant to s. 718.104 (4)(e) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of Developer rights in favor of the grantee of such unit, whichever occurs first.

The Developer is entitled to elect at least one member of the board of administration of the Association as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the units in this condominium. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the board of administration.

ARTICLE V

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Administrators, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

George Heaton
277 Royal Poinciana Way #156
Palm Beach, FL 33480

Lee Heaton
277 Royal Poinciana Way #156
Palm Beach, FL 33480

Kristina Matas
277 Royal Poinciana Way #156
Palm Beach, FL 33480

ARTICLE VI

INDEMNIFICATION

The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that Indemnatee is or was administrator, officer, employee or agent (each, an "Indemnatee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if Indemnatee acted in good faith and in a manner Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE VII BYLAWS

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

ARTICLE VIII
AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

Notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered; said notice shall be made as required by the By-Laws.

A resolution for the adoption of a proposed amendment may be proposed either by the Board or by a majority of the voting members. Administrators and members not present in person or by proxy at the meeting considering the amendment may express approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by sixty-six and two-thirds percent of the votes of the voting members.

ARTICLE IX
TERM

The term of the Association is perpetual unless there is a termination of the Condominium.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by sixty-six and two-thirds percent of voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any Florida profit or Florida non-profit corporation to be devoted to such similar purposes.

ARTICLE XI
INCORPORATOR

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

George Heaton

277 Royal Poinciana Way #156
Palm Beach, FL 33480

XII
MISCELLANEOUS

- A. Developer's Rights. No amendment of these Articles of Incorporation or the By-Laws shall change Developer's rights and privileges as set forth in the Declaration of Condominium without Developer's prior written approval so long as Developer owns any Unit in the condominium for sale in the ordinary course of business.
- B. Stock. The Association shall issue no shares of stock of any kind or nature.
- C. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.
- D. Principal Office. The initial principal office shall be Maison Residences Condominium Association, Inc., 277 Royal Poinciana Way, #156, Palm Beach, Florida 33480.
- E. Registered Agent The initial registered agent shall be Owen Goodwyne whose address is 1924 Temple Drive, Tallahassee, Florida 32303.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 17th day of March, 2016.

Witnesses:

Krishna E. Matas
signature

Krishna Matas
printed name

[Signature]
signature

LEE HEATON
printed name

[Signature]
George Heaton, Incorporator
277 Royal Poinciana Way #156
Palm Beach, FL 33480

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, a notary public, authorized to administer oaths in the State of Florida, personally appeared George Heaton, who (✓) is personally known to me to be the individual described herein, or () provided identification in the form of Florida driver's license and he did not take an oath.

SWORN and subscribed to before me this 17th day of March, 2016.

(NOTARY PUBLIC SEAL)



Kristina E. Matas
Notary Public
KRISTINA E. MATAS
Printed, Typed or Stamped Name of Notary
Address 277 Royal Antiliana way #56
Palm Beach, FL
Commission No.: FF 218308
My Commission Expires: 5/15/19

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby agree to act in such capacity and agree to comply with the provisions of all applicable statutes concerning the proper and complete performance of my duties.

Owen Goodwyne
Owen Goodwyne, Registered Agent
Date: 5/30/16