

1600022370

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.

(((H16000222370 3)))



H160002223703ABCK

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 : MCDONALD FLEMMING MOORHEAD
Account Number : I19990000132
Phone : (850) 202-8506
Fax Number : (850) 477-0982

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

Email Address: mcarro@svn.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
FOWLER AVENUE COMMERCIAL CONDOMINIUM
ASSOCIATION INC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

16 SEP -7 PM 4:23

16 SEP -7 AM 11:35

**ARTICLES OF INCORPORATION
OF
FOWLER AVENUE COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is FOWLER AVENUE COMMERCIAL CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation (the "Association"), and its principal place of business initially will be 4369 D'Evereux Circle, Pensacola, FL 32504.

ARTICLE II. PURPOSE

This corporation is organized as a Florida not for profit corporation under Chapter 617, Florida Statutes, for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of Fowler Avenue Commercial Condominium, located in Escambia County, Florida (the "Condominium") and to perform the duties of the Association as defined in the Declaration.

ARTICLE III. TERM

The term of the Association shall be the life of the Condominium, unless the Association is terminated by the termination of the Condominium in accordance with the provisions of the Declaration.

ARTICLE IV. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is Stephen R. Moorhead, 127 Palafox Place, Suite 500, Pensacola, Florida 32502.

Stephen R. Moorhead, Esquire
FL Bar No. 613339
McDonald Fleming Moorhead
127 Palafox Place, Suite 500
Pensacola, FL 32502
(850) 202-8522
(850) 477-0982 (fax)

16 SEP - 7 AM 11:35

((H16000222370 3)))

ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors as shall be determined by the Bylaws, but not less than three directors and in the absence of such determination shall consist of three directors.

2. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board shall be filled in the manner provided in the Bylaws.

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

Director 1: Michael A. Carro
4369 D'Evereux Circle
Pensacola, FL 32504

Director 2: Richard Pearce
4369 D'Evereux Circle
Pensacola, FL 32504

Director 3: Kirk Kirkland
4369 D'Evereux Circle
Pensacola, FL 32504

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board at its first meeting following the annual meeting of the Members of the Association, which 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:

President: Michael A. Carro
4369 D'Evereux Circle
Pensacola, FL 32504

Vice President: Richard Pearce
4369 D'Evereux Circle
Pensacola, FL 32504

((H16000222370 3)))

((H16000222370 3)))

Secretary: Kirk Kirkland
4369 D'Evereux Circle
Pensacola, FL 32504

Treasurer: Robert Cordes
4369 D'Evereux Circle
Pensacola, FL 32504

ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable attorney fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

ARTICLE VIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, the Association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

ARTICLE IX. BYLAWS

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

((H16000222370 3)))

ARTICLE X. AMENDMENTS

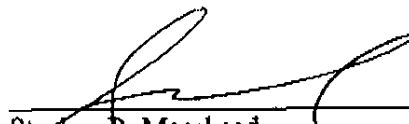
Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

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.
2. A resolution approving a proposed amendment may be proposed by either the Board or by the Members of the Association. Directors and Members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.
3. Approval of an amendment must be by not less than 66 2/3% of the votes of the entire membership of the Association.
4. No amendments shall make any changes in the qualifications for membership nor the Voting Rights of Members.
5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Escambia County, Florida.
6. Notwithstanding the foregoing, no Amendment to the Articles of Incorporation shall be effective without the consent of Declarant, Art Shows International II, LLC, so long as Declarant owns a Unit in the Condominium.

ARTICLE XI. RESIDENT AGENT

The Association has named Stephen R. Moorhead, whose address is 127 Palafox Place, Suite 500, Pensacola, FL 32502, as resident agent to accept service of process within the State.

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 7 day of September, 2016.



Stephen R. Moorhead

Sep. 7. 2016 2:22PM

No. 2712 P. 6

(((H16000222370 3)))

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Stephen R. Moorhead, to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 7th day of Sept, 2016.



Andrea Bennett
NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, hereby accept the appointment as registered agent for FOWLER AVENUE COMMERCIAL CONDOMINIUM ASSOCIATION, INC. as set forth in its articles of incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 7 day of September, 2016.

Stephen R. Moorhead
Stephen R. Moorhead

(((H16000222370 3)))