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**FLORIDA PROFIT/NON PROFIT CORPORATION
701 SOUTH PALAFOX CONDOMINIUM ASSOCIATION, INC.**

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T. SCOTT

**ARTICLES OF INCORPORATION
OF
701 SOUTH PALAFOX CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is 701 SOUTH PALAFOX CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation (the "Association"), and its principal place of business initially will be 850 South Palafox Street, Suite 102, Pensacola, FL 32502.

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 701 South Palafox, a Condominium, located in the City of Pensacola, Escambia County, Florida and to perform the duties of the Association as defined in the Declaration of Condominium for 701 South Palafox, a Condominium. Further, the Association shall operate and maintain any stormwater management system and any stormwater discharge facility exempted or permitted by the Florida Department of Environmental Protection or other state agency on the property of the Association, and shall have all powers necessary to establish rules and regulations, assess members, and contract for services for the maintenance and operation thereof. In addition, the Association shall maintain any other similar improvements or environmental requirements on the Association's property as may be directed by the State of Florida, Escambia County, City of Pensacola, or other governmental authority from time to time.

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. Upon any such termination, any stormwater management system or discharge facility for which the Association is responsible shall be maintained by local government units, including the City of Pensacola, Escambia County or any municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility, or any entity acceptable to the Department of Environmental Protection or its successor under its rules and regulations.

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

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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.

ARTICLE V. DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors 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 of Directors shall be filled in the manner provided in the Bylaws.

3. When unit owners other than the Developer own fifteen percent (15%) or more of the units within the condominium, the unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association upon the earlier of: (a) three (3) years after sales by the Developer have been closed on fifty percent (50%) of the units within the condominium; (b) within three (3) months after sales have been closed by the Developer on ninety percent (90%) of the units within the condominium; (c) when all of the units within the condominium have been completed, some of them have been sold 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; or (e) seven years after recordation of the declaration of condominium. The Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units within the condominium. Within seventy-five (75) days after the owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call and give not less than sixty (60) days' notice of an election for this purpose. The notice may be given by any owner if the Association fails to do so.

4. The names and addresses of the three 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:

Director 1: Ray Russenberger
850 South Palafox St., Suite 102
Pensacola, FL 32502

Director 2: Meredith Wilkinson
850 South Palafox St., Suite 102
Pensacola, FL 32502

Director 3: Charles W. Tessier
Tessier Associates, Inc.
82 Patton Ave., Suite 700
Asheville, NC 28801

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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:	Ray Russenberger 850 South Palafox St., Suite 102 Pensacola, FL 32502
Vice President	Meredith Wilkinson 850 South Palafox St., Suite 102 Pensacola, FL 32502
Secretary	Meredith Wilkinson 850 South Palafox St., Suite 102 Pensacola, FL 32502
Treasurer	Meredith Wilkinson 850 South Palafox St., Suite 102 Pensacola, FL 32502

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 of Directors 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 of Directors which authorized the contract or transaction.

ARTICLE IX. BYLAWS

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

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 of Directors 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.

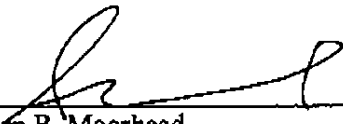
4. No amendments shall make any changes in the qualifications for membership nor the voting rights of members.

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

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 17 day of October, 2016.



Stephen R. Moorhead

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 17th day of October, 2016.





NOTARY PUBLIC

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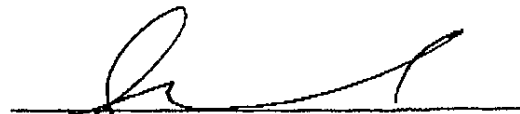
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, hereby accept the appointment as registered agent for 701 SOUTH PALAFOX 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 17 day of October, 2016.


Stephen R. Moorhead

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