

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

190 South Orange Commercial Condominium Association,

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
190 SOUTH ORANGE
COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

a nonprofit corporation
under the laws of the State of Florida

Capitalized terms not otherwise defined in these Articles of Incorporation of 190 South Orange Commercial Condominium Association, Inc. (the "Articles") shall have the same meaning ascribed to such capitalized terms in that certain Declaration of Condominium of 190 South Orange Commercial Condominium (the "Declaration"). unless the context otherwise requires and states.

ARTICLE I

NAME

The name of the corporation shall be 190 South Orange Commercial Condominium Association, Inc. For convenience this corporation shall be referred to as the "Association."

ARTICLE II

PURPOSES

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as 190 South Orange Commercial Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.

2. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.

3. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERS

The qualifications of members, the manner of their admission to the Association, and voting by members shall be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner shall be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association shall be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

DIRECTORS

1. The affairs of the Association shall be managed by a board of directors (the "Board"), which shall consist of three (3) directors. The initial directors of the Board shall be appointed by Developer and shall serve until the first election of directors of the Board.
2. Directors of the Board must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

ARTICLE VI

INDEMNIFICATION

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by, or imposed upon, such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

BYLAWS

The Bylaws shall be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

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ARTICLE VIII**AMENDMENTS**

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

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Proposal of an amendment and approval thereof shall require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members nor any approval thereof is required. For so long as the Board consists of three (3) directors, a majority of the Board shall mean two (2) of the three (3) total directors. No amendment of these Articles will be permitted if such amendment would prejudice or impair to any material extent the rights of an Owner or its Mortgagee, without the consent of such Owner and Mortgagee.
3. Any amendment of these Articles shall be subject to and shall be exercised in accordance with the provisions of the Declaration.
4. Once adopted, an amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.
5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes.

ARTICLE IX**ORDER OF GOVERNANCE**

In the event of any true conflict between Florida law, the Declaration of Covenants, Articles of Incorporation, Bylaws, and Condominium Rules and Regulations, the order of priority and governance shall be as stated before in this sentence.

ARTICLE X**TERM**

The term of the Association is perpetual unless terminated in accordance with Florida law.

ARTICLE XI**INCORPORATOR**

The name and residence of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Baker & Hostetler LLP	200 South Orange Avenue Suite 2300 Orlando, Florida 32801

ARTICLE XII**REGISTERED AGENT**

The Association hereby appoints Michael Dunn as its registered agent to accept service of process within this state. The registered office shall be located at 189 South Orange Avenue, Suite 970, Orlando, Florida 32801.

ARTICLE XIII**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Association shall be 189 South Orange Avenue, Suite 970, Orlando, Florida 32801, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

9th IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this day of March 2017.

By: Robert Gebaide
Print Name: Robert Gebaide
As Its: Partner

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FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That 190 South Orange Commercial Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Michael Dunn as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, *Florida Statutes*.

By: Print Name: Michael DunnDated: 3/9/2017

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