

Division of Corporations

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Email Address: ttyrrell@vandyk.comFLORIDA PROFIT/NON PROFIT CORPORATION
635 ORANGE CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
of
635 ORANGE CONDOMINIUM ASSOCIATION, INC.
(a Florida Corporation Not for Profit)

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.
NAME OF CORPORATION

The name of this corporation shall be 635 ORANGE CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. The principal office and mailing address shall be 1533 Dolphin Street, Sarasota, FL 34236.

ARTICLE II.
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as TOWNHOMES OF ORANGE CLUB located on Rawls Avenue, Orange Avenue and Alderman Street in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium of said condominium and in the Florida Condominium Act, Chapter 718, Florida Statutes. It is anticipated that Association shall also operate and manage the affairs and property of the proposed condominium known as CONDOMINIUMS OF ORANGE CLUB, as well as property owned by Association.

ARTICLE III.
POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium of said condominium. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leasehold, membership and other possessory or use interests for terms up to and including 99 years (whether or not such interests relate to property contiguous to the lands of a condominium operated by the Association) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, including but not limited to the lease of recreation areas and facilities. The Association shall be authorized to and charged with the responsibility to operate and maintain the Association property and common elements of both the referenced condominiums, including the stormwater management system and facilities, including

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detention and retention areas, littoral areas, flow control structures, culverts and related appurtenances.

ARTICLE IV.
MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit in TOWNHOMES OF ORANGE CLUB, a condominium, or in the CONDOMINIUMS OF ORANGE CLUB, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon the termination of a condominium operated by the Association, the membership of a unit owner who conveys his unit to the trustee as provided in the applicable declaration of condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in the applicable declaration of condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of TOWNHOMES OF ORANGE CLUB or CONDOMINIUMS OF ORANGE CLUB, the subscribers hereto shall constitute the members of the Association and shall each be entitled to one vote.

ARTICLE V.
VOTING RIGHTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

ARTICLE VI.
INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

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ARTICLE VII
EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 1533 Dolphin Street, Sarasota, Florida 34236, and the registered agent at such address shall be Albert Luper until such time as another registered agent is appointed by resolution of the board of directors.

ARTICLE IX
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors. The initial board of directors shall consist of three (3) persons. Thereafter the number of directors shall be determined by resolution of the membership of the Association, but shall not be less than three (3) persons.

ARTICLE X
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Albert (Bert) Luper President and Director	1533 Dolphin Street Sarasota, FL 34236
Dominic Zita Secretary, Treasurer and Director	1533 Dolphin Street Sarasota, FL 34236
Tim Tyrrell Vice President and Director	1533 Dolphin Street Sarasota, FL 34236

The method of election of directors of the Association shall be in a manner as set forth in the Bylaws and subsequent officers shall be elected at the annual meeting by the board of directors.

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ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses, liabilities, and attorney's fees (including attorney's fees for appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XII
RIGHTS OF DEVELOPER

VANDYK SARASOTA-ORANGE AVENUE, INC., a Florida corporation, which is the developer of TOWNHOMES OF ORANGE CLUB, a condominium, and CONDOMINIUMS OF ORANGE CLUB, a condominium, and which is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

A. 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 an association, upon the first to occur of any of the following events:

- (1) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (2) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
- (3) 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;
- (4) 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;
- (5) When the developer files a petition seeking protection in bankruptcy;
- (6) 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

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(7) 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; or, in the case of an association that may ultimately operate more than one condominium, 7 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 which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first, for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 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 which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

ARTICLE XIII.
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 in such bylaws by majority vote of the voting rights of the members.

ARTICLE XIV.
SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

Vandyk Sarasota-Orange Avenue, Inc.

1533 Dolphin Street
Sarasota, FL 34236

ARTICLE XV.
AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association; provided, however, as long as the Developer holds for sale in the ordinary course of business units in any condominium operated by the Association, no amendment which might adversely affect the sale of units shall be effective without the written consent of the Developer.

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ARTICLE XVI.
THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Condominium Act, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein. As used in this Article XVII, the "Florida Condominium Act" shall mean the provisions of Chapter 718, Florida Statutes, in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 16 day of MAY 2017

SUBSCRIBER AND INCORPORATOR:

VANDYK SARASOTA-ORANGE
AVENUE, INC., Florida corporation

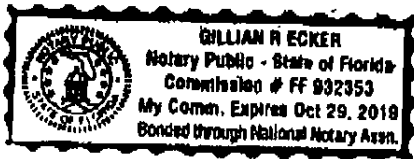
By: 

Tim Tyrrell


As its: Vice President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16th day of May, 2017 by Tim Tyrrell, as Vice President of VANDYK SARASOTA-ORANGE AVENUE, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



(Notary Seal)


Signature of Notary Public

GILLIAN R ECKER
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 10/29/19.

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.


ALBERT LUPER
REGISTERED AGENT

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17 MAY 19 AM 7:35
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE