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TALLAHASSEE, FLORIDA  
CLERK OF COURT

*n* 08/18/17

## COVER LETTER

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

**SUBJECT:** Colony Building Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Michael D. Gentzle, Esq.  
Name (Printed or typed)

4001 Tamiami Trail North, Suite 300  
Address

Naples, FL 34103  
City, State & Zip

239-435-3535  
Daytime Telephone number

kgaglia@kovapartners.com  
E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**COLONY BUILDING ASSOCIATION, INC.**  
**(a Corporation Not-for-Profit)**

Pursuant to Chapter 617, Florida Statutes, Anthony J. Emma, with an address of 9130 Galleria Court, Suite 100, Naples, FL 34109, as the sole incorporator, by these Articles of Incorporation, hereby forms a corporation not-for-profit and certifies as follows:

**ARTICLE 1**

**Name**

The name of the corporation is: COLONY BUILDING ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 9130 Galleria Court, Suite 100, Naples, FL 34109.

**ARTICLE 2**

**Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, the Florida Condominium Act, for the operation of Colony Building, a Commercial Condominium, located in Lee County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration, or Chapter 718, Florida Statutes, as it may hereafter be amended from time to time, including but not limited to, the following:

1. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, the Condominium Act, these Articles, the Bylaws and any rules and regulations of the Association.
2. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate, convey or otherwise deal with the property and improvements of every nature or kind constituting the Condominium property.
3. To fix, establish, levy and collect assessments against members of the Association as contemplated by the Declaration to defray the costs, expenses and losses of the

Association, and to use the proceeds of assessments in the exercise of its power and duties.

4. To operate, without pecuniary profit, for the benefit of its members in accordance with the Declaration.
5. To pay all taxes and other assessments which are liens against the Association or common elements.
6. To make, amend and enforce reasonable rules and regulations governing the use and operation of the common elements and the operation of the Association.
7. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
8. To contract for the management and maintenance of Colony Building, a Commercial Condominium, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration or Chapter 718, Florida Statutes, to be exercised by the Board of Directors or the membership of the Association.
9. To purchase insurance upon the Condominium property and Association property for the protection of the Association and its members.
10. To reconstruct improvements after casualty and to make further improvements of the property.
11. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium property.
12. To borrow or raise money for any of the purposes of the Association, and from time to time without limitation as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
13. To acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of its members.
14. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as

provided in the Declaration.

15. To enforce the obligations (maintenance and otherwise) of the Colony Plaza Property Owners' Association, Inc., a Florida not for profit corporation, with respect to the Condominium property pursuant to the terms and conditions of the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Colony Plaza recorded in the Public Records of Lee County, Florida.

All funds and title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

### **ARTICLE 3 Membership**

The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws. The owner of each unit shall only be entitled to one (1) vote per unit in Association matters, as further set forth in the Declaration and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a unit which is subject to assessment by the Association, pursuant to the Declaration. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the Bylaws adopted by the Association, and the Declaration.

### **ARTICLE 4 Term**

The term of the Association shall be perpetual.

### **ARTICLE 5 Bylaws**

The Bylaws of the Association shall be adopted by a majority vote of the Board of Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws.

### **ARTICLE 6 Amendments**

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

1. Amendments to these Articles may be proposed by a majority of the Board of

Directors or by petition of the members of at least 1/4th of the units by instrument, in writing, signed by them.

2. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
3. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by a majority vote of the members at any annual or special meeting, or by approval in writing of a majority vote of the members without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
4. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in the Member under a deed or other recorded instrument applicable to the unit owned by such Member unless made in accordance with provisions of such deed or instrument.
5. No amendment shall conflict with the Declaration.
6. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy of the amendment in the Public Records of Lee County, Florida, in accordance with Section 718.112(1)(b), Florida Statutes.

#### **ARTICLE 7** **Board of Directors**

The affairs of the Association will be administered by a Board of Directors consisting of three (3) Directors. The names and addresses of the initial Directors of the Association are as follows:

<u>Name:</u>	<u>Address:</u>
Robert J. Sullivan	9130 Galleria Court, Suite 100 Naples, FL 34109
Anthony Emma, Jr.	9130 Galleria Court, Suite 100 Naples, FL 34109
Kim Gaglia	9130 Galleria Court, Suite 100 Naples, FL 34109

Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

## **ARTICLE 8**

### **Officers**

The Board of Directors may elect officers from among its members. The officers of the Association shall be the President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as may be decided upon and elected by the Board of Directors. The same person may hold two (2) or more offices. The terms of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The current officers of the Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

	<u>Name:</u>	<u>Address:</u>
President	Robert J. Sullivan	9130 Galleria Court, Suite 100 Naples, FL 34109
Vice President	Anthony J. Emma	9130 Galleria Court, Suite 100 Naples, FL 34109
Secretary	Anthony J. Emma	9130 Galleria Court, Suite 100 Naples, FL 34109
Treasurer	Kim Gaglia	9130 Galleria Court, Suite 100 Naples, FL 34109

## **ARTICLE 9**

### **Indemnification**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its

favor.

2. A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
3. A transaction from which the director or officer derived an improper personal benefit.
4. Wrongful conduct by Directors or officers appointed by the declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled. The indemnification hereby afforded to Directors and officers shall also extend to any other entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to the declarant of the Condominium and any and all Directors and officers appointed by such declarant.

#### **ARTICLE 10** **Registered Agent and Registered Office**

The current registered agent and registered office of the Association shall be:

Matt P. Flores, Esq.  
9130 Galleria Court, Suite 105  
Naples, FL 34109

The corporation shall have the right to change such registered agent and office from time to time as provided by law. The registered agent of the Association shall maintain copies of all further permitting actions for the benefit of the Association.

NOW WHEREFORE, the incorporator has caused these presents to be executed this 3<sup>rd</sup> day of August, 2017.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Sec. 817.155, Florida Statutes.

  
\_\_\_\_\_  
Anthony J. Emma

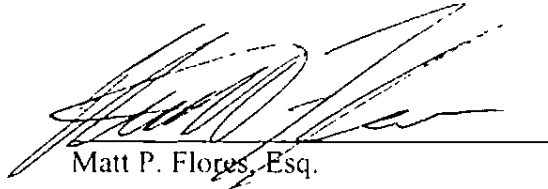
DEPT. OF STATE  
TALLAHASSEE, FLORIDA  
17 AUG 17 AM 11:19

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not-For-Profit Corporation Act.



Matt P. Flores, Esq.

17 AUG 17 AM 11:19  
27th JUDGE OF THE  
FALL VARIETY OF FLORIDA