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**FLORIDA PROFIT/NON PROFIT CORPORATION
TIDEWATER 3-STORY CONDOMINIUM ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
FOR
TIDEWATER 3-STORY CONDOMINIUM ASSOCIATION, INC.

TABLE OF CONTENTS
ARTICLES OF INCORPORATION OF
TIDEWATER 3-STORY CONDOMINIUM ASSOCIATION, INC.

PAGE NO.

ARTICLE I.....	1
NAME	1
<u>ARTICLE II.....</u>	1
<u>DEFINITIONS</u>	1
ARTICLE III.....	1
PURPOSE AND POWERS	1
ARTICLE IV.....	2
MEMBERSHIP	2
ARTICLE V.....	3
TERM	3
ARTICLE VI.....	3
BYLAWS	3
ARTICLE VII.....	3
DIRECTORS AND OFFICERS	3
ARTICLE VIII.....	3
INITIAL DIRECTORS.....	3
ARTICLE IX.....	4
AMENDMENTS	4
ARTICLE X.....	4
INDEMNIFICATION.....	4
ARTICLE XI.....	5
INCORPORATOR	5
ARTICLE XII.....	5
INITIAL REGISTERED AGENT AND REGISTERED OFFICE.....	5

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ARTICLES OF INCORPORATION

TIDEWATER 3-STORY CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the undersigned, as Incorporator creates these Articles of Incorporation for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Tidewater 3-Story Condominium Association, Inc., and its address is c/o Pulte Home Company, LLC, 4901 Vineland Road, Suite 500, Orlando, FL 32811.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Condominium for Tidewater 3-Story Condominium shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act for the operation of Tidewater 3-Story Condominium, located in St. Johns 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. 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 under the laws of the State of Florida and of a condominium association under the Condominium Act, except as expressly limited or modified by the Condominium Documents; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Condominium Documents as they may hereafter be amended, including but not limited to the following:

(A) To make and collect Assessments against Members to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Condominium Property and Association Property.

(C) To purchase insurance for the protection of the Association and its Members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements of the Condominium Property.

(E) To make, amend and enforce reasonable Rules and Regulations in the manner set forth in the Bylaws and subject to any limitations in the Declaration of Condominium.

(F) To approve or disapprove the transfer, leasing and occupancy of Units, as may be provided in the Declaration of Condominium.

- (G) To enforce the provisions of the Condominium Act and the Condominium Documents.
- (H) To contract for the operation and maintenance of the Condominium Property, Association Property and the Stormwater Management System and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the Members.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.
- (L) To acquire, own, lease and dispose of any real and personal property.
- (M) To sue and be sued.
- (N) To operate and maintain the Stormwater Management System, including all lakes, retention areas, culverts, wetlands, preservation areas, conservation areas and related appurtenances.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Condominium Documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Condominium Property and Association Property, including the Stormwater Management System, and any property or easements and related improvements that are dedicated to the Association by plat, shall be transferred and conveyed to an appropriate agency of local government. If an appropriate agency of local government does not accept the transfer and conveyance, the transfer or conveyance shall be made to a similar non-profit organization or entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. Annexation of additional properties, mergers and consolidations, mortgaging of Association Property and dissolution of the Association requires prior written approval of the Department of Housing and Urban Development and the Veterans Administration ("HUD/VA") prior to the Turnover Date.

ARTICLE IV

MEMBERSHIP:

- (A) The Members of the Association shall be the record Owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.
- (C) The Owners of each Unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by the Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than 3 Directors, and in the absence of such determination shall consist of 3 Directors.

(B) Directors shall initially be appointed by and shall serve at the pleasure of the Developer. On the Turnover Date and thereafter, Directors 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.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting and they shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

INITIAL DIRECTORS: The initial Directors of the Association shall be:

Angel Alfonso
c/o Pulte Home Company, LLC
4901 Vineland Road, Suite 500
Orlando, FL 32811

Justin Dudley
c/o Pulte Home Company, LLC
4901 Vineland Road, Suite 500
Orlando, FL 32811

Dan Reynolds
c/o Pulte Home Company, LLC
4901 Vineland Road, Suite 500
Orlando, FL 32811

The initial Officers are as follows: Angel Alfonso - President; Justin Dudley- Vice President; and Dan Reynolds - Secretary/Treasurer.

ARTICLE IX

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

- (A) Proposal. Amendments to these Articles may be proposed by the Board of Directors.
- (B) Vote Required. Prior to the Turnover Date, these Articles may be amended by the Board of Directors. On and subsequent to the Turnover Date, a proposed amendment shall be adopted if it is approved by at least 67% of the Voting Interests. As long as the Developer offers Units for sale in the ordinary course of business, no amendment to these Articles shall be made which is detrimental to the Developer's sale of Units, without the Developer's prior written consent, which consent may be denied in the Developer's discretion. Amendment of these Articles requires prior written approval of HUD/VA prior to the Turnover Date.
- (C) Certificate: Recording. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of St. Johns County, Florida, with the formalities required by the Condominium Act.

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, Officer and committee member of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, Officer or committee member 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 interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director, Officer or committee member may be entitled, but such rights shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) 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.
- (B) A violation of criminal law, unless the Director, Officer or committee member had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director, Officer or committee member derived an improper personal benefit.

ARTICLE XI

INCORPORATOR: The name and address of the Incorporator is:


Angel Alfonso
c/o Pulte Home Company, LLC
4901 Vineland Road, Suite 500
Orlando, FL 32811

ARTICLE XII

INITIAL REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Office of the Association and the name and address of its Registered Agent shall be:

Steven M. Falk
c/o Falk Law Firm, P.A.
7400 Tamiami Trail North, Suite 103
Naples, FL 34108

WHEREFORE, the Incorporator has caused these presents to be executed this 1 day of November 2017.


Angel Alfonso, Incorporator

FILED
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CLERK OF DISTRICT COURT
JANUARY 1, 2018
ORLANDO, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TIDEWATER 3-STORY CONDOMINIUM ASSOCIATION, INC.


2. The name and address of the registered agent and office is:

Steven M. Falk
c/o Falk Law Firm, P.A.
7400 Tamiami Trail North, Suite 103
Naples, FL 34108


Angel Alfonso, President

DATE 11/1/17

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Steven M. Falk

DATE 11/4/17