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(Requestor's Name)

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☐ PICK-UP

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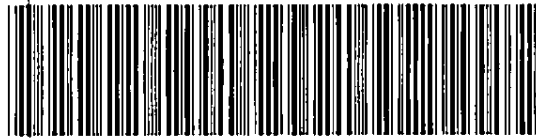
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FEB 01 2018

T SCHROEDER

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Wellington Reserve Office Park

Building F Condominium Association Inc.

Signature \_\_\_\_\_

Requested by: Seth

02/01/18

Name

Date

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_  
☐ LTD Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☐ L.C. File \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Trade/Service Mark \_\_\_\_\_  
☐ Merger File \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ RA Resignation \_\_\_\_\_  
☐ Dissolution / Withdrawal \_\_\_\_\_  
☐ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
☐ Photo Copy \_\_\_\_\_  
☒ Certificate of Good Standing \_\_\_\_\_  
☐ Certificate of Status \_\_\_\_\_  
☐ Certificate of Fictitious Name \_\_\_\_\_  
☐ Corp Record Search \_\_\_\_\_  
☐ Officer Search \_\_\_\_\_  
☐ Fictitious Search \_\_\_\_\_  
☐ Fictitious Owner Search \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ Courier \_\_\_\_\_

## COVER LETTER

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

**SUBJECT:** Wellington Reserve Office Park Building F Condominium 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:** Robert A. Brandt, P.A.

Name (Printed or typed)

696 NE 125th Street

Address

North Miami, Florida 33161

City, State & Zip

305-891-3222

Daytime Telephone number

lydia@attorneybrandt.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF WELLINGTON RESERVE OFFICE PARK - BUILDING F  
CONDOMINIUM ASSOCIATION, INC.**

The undersigned Subscribers associate themselves for the purpose of forming a not-for-profit corporation, pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be WELLINGTON RESERVE OFFICE PARK - BUILDING F, CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws". The principal location shall be 1045 S State Road 7, Wellington, Florida.

**ARTICLE II  
PURPOSE**

The purpose of the Association is to provide for the operation of that certain Condominium located in Palm Beach County, Florida known as WELLINGTON RESERVE OFFICE PARK - BUILDING F (the "Condominium").

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium for WELLINGTON RESERVE OFFICE PARK - BUILDING F (the "Declaration") unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
POWERS**

4.1 General. The Association shall have all of the powers and privileges granted under the Florida Not-For-Profit Corporation Law and all of the powers and privileges which may be granted under any other applicable laws of the State of Florida, including the Florida Condominium Act, reasonably necessary to effectuate and implement the purposes of the Association, including the following:

- (a) To fix, levy, collect and enforce payment by any lawful means of all assessments and other charges against members as unit owners, and to use the proceeds thereof in the exercise of its powers and duties;
- (b) To pay all expenses incident to the conduct of the business of the Association, including all licenses, governmental charges or other expenses incurred, levied or imposed against the Common Elements;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, trade, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership of the Association.

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PALM BEACH COUNTY, FLORIDA

- (d) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and other property acquired or leased by the Association for use by unit owners;
- (e) To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;
- (f) To purchase insurance upon the Condominium Property, and insurance for the protection of the Association, its officers, directors, and members as unit owners;
- (g) To make, adopt and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the unit owners;
- (h) To approve or disapprove the leasing, transferring, mortgaging, ownership and possession of units as may be provided by the Declaration;
- (i) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Condominium Property; and
- (j) To contract for the management of the Condominium and maintenance of the Condominium Property including the Common Elements and any and all of the equipment, machinery, air conditioning units and other such items, and any facilities used by the unit owners; and
- (k) To enforce the rights of the Unit Owners, the Association and coordinate the affairs of the Unit Owners and the Association with the Master POA, relative to the Condominium Documents, Association Documents as determined to be in the best interest of the Unit Owners by the Board of Directors.

4.2 Condominium Property. All funds and titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.3 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE V TERM OF EXISTENCE

The Association shall have perpetual existence.

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TALLAHASSEE, FLORIDA

## ARTICLE VI SUBSCRIBERS

The names and addresses of the Subscribers to these Articles is as follows:

Carlos Segrera  
696 NE 125 Street  
North Miami, FL 33161

Jorge de la Rosa  
696 NE 125 Street  
North Miami, FL 33161

Nasry Kalousia  
696 NE 125 Street  
North Miami, FL 33161

## ARTICLE VII MEMBERS

7.1 Membership. Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association and the Master POA. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title in any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.

7.2 Assignment. The member's share of the funds and any assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's unit.

7.3 Voting. Voting rights has been determined based upon the square footage owned by each Unit, or portion or combination thereof, in accordance with the percentages established for the Units per the Condominium Plat. In the event of a joint ownership of a Unit, the vote to which that Unit is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by the remainder of the joint owners filing a Voting certificate with the Secretary of the Association.

7.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

## ARTICLE VIII BOARD OF DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined by the By-Laws, but which shall consist of no fewer than three (3) directors. Except for directors appointed by Developer, at least a majority of the directors must be members of the Association.

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TALLAHASSEE, FLORIDA

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election: Removal. Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.4 First Directors. The names and addresses of the first Board who shall hold office until their successors are elected and have qualified are as follows:

Carlos Segrera  
696 NE 125 Street  
North Miami, FL 33161

Jorge de la Rosa  
696 NE 125 Street  
North Miami, FL 33161

Nasry Kalousia  
696 NE 125 Street  
North Miami, FL 33161

The Directors named above shall serve until the first election of Directors, as determined by the By-Laws and any vacancies in their number occurring before the first election of Directors shall be filled by act of the remaining Directors.

#### ARTICLE IX OFFICERS

9. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board at its first meeting following each annual meeting of the members of the Association and they shall serve at the pleasure of the Board. The By-Laws may provide for the removal of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President:	Carlos Segrera
Secretary:	Nasry Kalousia
Treasurer:	Jorge de la Rosa

#### ARTICLE X INDEMNIFICATION

10.1 In General. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees,

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TALLAHASSEE, FLORIDA

reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an Director or Officer of the Association, whether or not he is an Director or Officer of the Association at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for 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 such Director or Officer may be entitled.

10.2 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise. The indemnification shall inure to the benefit of the heirs and personal representative of all persons covered by this indemnification.

10.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE XI BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board designated herein. Thereafter, the By-Laws may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

## **ARTICLE XII AMENDMENTS**

Amendments to these Articles may be considered at any regular or special meeting of the members and may be adopted in the following manner:

12.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and said notice shall be made as required by the By-Laws.

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board or by a majority of the voting members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. The approvals must be approved by the holders of a seventy five percent (75%) majority of the voting interests of the Unit Owners, unless a greater majority is required under the terms of the Condominium Declaration.

12.3 Anything herein to the contrary notwithstanding, no amendment shall make any changes in the qualifications for membership or in the voting rights or property rights of members, or any changes in Sections 4.2, 4.3 and 4.4 of Article IV, entitled "Power", without approval in writing by all members and the joinder of all record owners of the mortgages upon units. No

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CLERK OF DISTRICT COURT  
HARRIS COUNTY, TEXAS



amendment shall be made that is in conflict with the Act or Declaration, nor shall any amendments make any changes which would in any way affect any of the rights, privileges, powers or position in favor of or reserved by Developer, or any Institutional Lender, or an affiliate of Developer, unless Developer, such Institutional Lender or affiliate shall join in the execution of the amendment.

12.4 A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Palm Beach County, Florida.

### **ARTICLE XIII TERM**

The term of the Association shall be perpetual.

### **ARTICLE XIV DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five (75%) percent of the voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

### **ARTICLE XV MISCELLANEOUS**

15.1 Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.

15.2 Severability. In addition of any one or more of the provisions hereof shall in no way affect any other provision, which shall remain in full force and effect.

### **ARTICLE XVI REGISTERED AGENT**

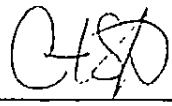
The name and street address of the first registered agent authorized to accept service of process within Florida for the Association is:

Carlos Segrera  
696 NE 125 Street  
North Miami, FL 33161

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE  
UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF ITS DUTIES.

BY:

  
Carlos Segrera, Registered Agent


Date: January 31, 2018

#### Notice Of Annual Report

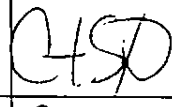
This corporation must file an Annual Report with the Division of Corporations between January 1st and May 1st of every year to maintain "active" status. The corporation's first annual report will be due between January 1st and May 1st of the calendar year following the year the corporation is formed and must be filed online. The fee to file a Corporation Annual Report is \$61.25. Reminder notices to file the Annual Report will be sent to the e-mail address you provide in these articles.

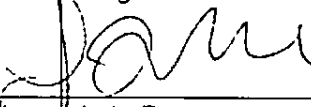
IN WITNESS WHEREOF, the Subscribers have affixed their signatures this 31 day of January, 2018

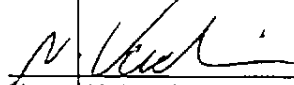
Witnesses As to All Subscribers:

  
Print Name: Elizabeth Evans

  
Print Name: Mireya Yrigoyen

  
Carlos Segrera

  
Jorge de la Rosa

  
Nasry Kalousia

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### Notice Of Annual Report

This corporation must file an Annual Report with the Division of Corporations between January 1st and May 1st of every year to maintain "active" status. The corporation's first annual report will be due between January 1st and May 1st of the calendar year following the year the corporation is formed and must be filed online. The fee to file a Corporation Annual Report is \$61.25. Reminder notices to file the Annual Report will be sent to the e-mail address you provide in these articles.

#### STATEMENT OF INCORPORATOR

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

*CS*

Carlos Segrera, Incorporator

State of Florida  
County of Miami-Dade

The foregoing instrument was acknowledged before me on this 3<sup>rd</sup> day of January 2018, by Carlos Segrera, who is personally known to me.

Notary Public  
Print Name Leticia Rodriguez

