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Fax Number : (850) 617-6381

From:

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Account Number : I20010000053
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FLORIDA PROFIT/NON PROFIT CORPORATION RETREAT TIME CONDOMINIUM ASSOCIATION, INC.

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FACSIMILE TRANSMITTAL

TO: Florida Department of State
FAX NO: 850-617-6381
FROM: Gail Gagliardi, Legal Assistant
Email: sh@ccflawfirm.com
DATE: February 28, 2018
RE: Retreat Time Condominium Association, Inc.
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This transmittal contains **14** pages including this cover sheet. If you do not receive all pages, please call
☎ (352) 686-6278.

COMMENTS:

PLEASE FILE THE ATTACHED ARTICLES OF INCORPORATION WITH THE ORIGINAL FILE DATE.

02/14/18 - filed the Articles
02/15/18 - received Rejection
02/15/18 - re-filed corrected document
02/20/18 - called your office and was told it was being worked on
02/28/18 - called your office and was told there is no record that the document was re-submitted

ORIGINAL FAX WILL FOLLOW VIA U.S. MAIL:

☐ Yes

☐ No

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February 15, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DAVID R. CARTER, P.A.

SUBJECT: RETREAT TIME CONDOMINIUM ASSOCIATION, INC.
REF: W18000015101

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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2/20/18 TC w/State - State is working on it today. 8

850-617-6381

2/15/2018 9:58:32 AM PAGE 1/001 Fax Server



February 15, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DAVID R. CARTER, P.A.

SUBJECT: RETREAT TIME CONDOMINIUM ASSOCIATION, INC.
REF: W18000015101

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Incorporators require a complete business street address.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist IIFAX Aud. #: H18000052726
Letter Number: 118A00003221

See Paragraph 8.5
Thank-you!

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**ARTICLES OF INCORPORATION OF RETREAT TIME
CONDOMINIUM ASSOCIATION, INC., A FLORIDA
CORPORATION NOT FOR PROFIT**

These are the Articles of Incorporation for Retreat Time Condominium Association, Inc.

**ARTICLE 1
NAME AND ADDRESS**

The name of the corporation is Retreat Time Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as "Declaration," these Articles of Incorporation as "Articles," and the Bylaws of the Association as the "Bylaws." Physical address is 4407 Calienta Street, Hernando Beach, Florida, 34607.

**ARTICLE 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Hernando County, Florida, and known as RETREAT TIME CONDOMINIUM, A Condominium (the "Condominium").

**ARTICLE 3
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Act, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 4
POWERS**

The powers of the Association shall include the following:

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4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, or the Act.

4.2 Enumeration. The Association shall have all the powers set forth in the Act, except as limited by the Declaration, these Articles, and the Bylaws, and all of the powers reasonably necessary to operate the Condominium including but not limited to the following:

4.3 To make and collect Assessments against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

4.4 To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Association and the operation of the Condominium.

4.5 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and any other property acquired or leased by the Association.

4.6 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, Committee Members, and Members as Unit Owners.

4.7 To make and amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, Limited Common Elements, and Association Property, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration.

4.8 To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.

4.9 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and other applicable laws, and the policies of the Association.

4.10 To contract for the management of the Condominiums and any

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facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those that require specific approval of the Board of Directors or the membership of the Association.

4.11 To employ personnel to perform the services required for proper operation of the Condominiums.

4.12 To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, Assessments, special Assessments, or income or rights.

4.13 Condominium Property. All funds and the 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 Act, Declaration, these Articles, and the Bylaws.

4.14 Distribution of Income. The Association shall make no distribution of income to its Members, Directors, or Officers. This provision shall not apply to the distribution of insurance proceeds as provided in the Declaration, nor the distribution of proceeds affiliated with termination or condemnation, as provided in the Declaration and the Act, nor reimbursement for expenses as may be authorized by the Board.

4.15 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration, these Articles, the Bylaws, and the Act.

ARTICLE 5 MEMBERS

5.1 The Members of the Association shall consist of all of the record Owners of Units in the Condominium, and after termination of the Condominium, shall consist of those who were Members at the time of the termination and their successors and assigns.

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5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, pledged, or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension, and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

Those Members whose voting rights are suspended pursuant to the terms of the Condominium Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Unit for which the suspension was levied during the period of suspension, and such Voting Interests shall be subtracted from the required number of votes when calculating any required vote or quorum for the period during which such suspension exists.

5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

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ARTICLE 7 OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for filling vacancies, and for the duties of the Officers.

ARTICLE 8 DIRECTORS AND REGISTERED OFFICE AND AGENT

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 Bylaws, but which shall consist of not less than three Directors.

8.2 Duties and Powers. All the duties and powers of the Association existing under the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations shall be exercised exclusively by the Board of Directors, subject only to approval by Members when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of 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.

8.4 The initial directors are:

8.4.1 John A. Winterrowd, 4407 Calienta Street, Hernando Beach, FL 34607.

8.4.2 Tiffany G. Winterrowd, 4407 Calienta Street, Hernando Beach, FL 34607.

8.4.3 Anita Colleen Carlson, 4407 Calienta Street, Hernando Beach, FL 34607.

8.5 The name and Florida street address of the registered agent is John A. Winterrowd, 4407 Calienta Street, Hernando Beach, FL 34607.

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ARTICLE 9 BYLAWS

The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

ARTICLE 10 AMENDMENTS

These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, the Directors, or 60% of the entire Voting Interests

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be struck through. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ____ FOR PRESENT TEXT."

10.3 Notice. Written notice setting forth the proposed amendment or a summary of the changes shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of 60% of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present, or by the written agreement of 60% of the entire Voting Interests. Amendments correcting errors, omissions, scrivener's errors, violations of applicable law, or conflicts between the Condominium Documents may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

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10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Public Records of Hernando County, Florida according to law and filed with the Secretary of State according to law.

ARTICLE 11 INDEMNIFICATION

11.1 Indemnity. The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorneys' fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner, that he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves

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such settlement as being in the best interest of the Association.

11.2 Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Article 11.1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

11.3 Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this Article 11. However, if the Board, by majority vote, determines that the person seeking advancement did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, the Association shall not be obligated to pay for any expenses incurred before the final disposition of the subject action.

11.4 Miscellaneous. The indemnification provided by this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

11.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or

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other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the duty to indemnify him or her against such liability under the provisions of this Article.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amended thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation. The undersigned Incorporator submits this document and affirms that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, *Florida Statutes*.

By: John Winterrowd
JOHN WINTERROWD,
Incorporator.

By: Tiffany Winterrowd
TIFFANY WINTERROWD,
Incorporator.

2-14-18

Dated

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

By: John Winterrowd

JOHN WINTERROWD,

Registered Agent

2-14-18

Dated

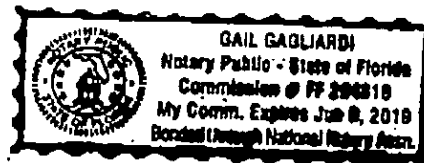
STATE OF FLORIDA

COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 14th day of February, 2018, by JOHN WINTERROWD, as President of RETREAT TIME, INC., a Florida corporation.

Gail Gagliardi
Notary Public

Printed/Typed Name - Gail Gagliardi
Commission Expiration 6-8-19
Commission Number FF 204818

☐ Personally Known

OR

☒ Produced IdentificationType of Identification Produced: FL Drivers License

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