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***PULLUM & PULLUM, P.A.***  
***ATTORNEYS AND COUNSELORS AT LAW***

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April 2, 2018

Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**VIA FEDERAL EXPRESS**

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for Freedom Plaza Owners' Association, Inc., together with our check in the amount of \$78.75 for filing same and providing us with a certificate of status. Please return a time-stamped copy of the Articles and the certificate of status to us in the enclosed return Federal Express package. If you have any questions regarding this, please feel free to contact our office. Thank you for your assistance.

Very truly yours,

*Marybeth Pullum*

Marybeth Pullum

MLP/lam

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
Freedom Plaza Owners' Association, Inc.  
a not for profit Florida corporation**

We, the undersigned, hereby associate ourselves together and make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming incorporated in accordance with and under the laws of the State of Florida as a corporation not for profit.

**ARTICLE I. NAME AND PRINCIPAL ADDRESS**

The name of this Corporation shall be Freedom Plaza Owners' Association, Inc., a not for profit Florida corporation. The principal address of the Corporation is 510 CR 466, Suite 207, Lady Lake, FL 32159.

**ARTICLE II. TERM OF EXISTENCE**

Existence of this Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

**ARTICLE III. PURPOSES**

The general purposes for which this Corporation is organized are as follows:

A. To provide for the orderly enjoyment of Freedom Plaza Condominium, a non-residential Condominium ("the Condominium") according to the Declaration of Condominium ("the Declaration") to be recorded in the Public Records of Sumter County, Florida, as the Declaration may now exist and be amended from time to time.

B. To promote the health, safety, and welfare of the Members of this Corporation and to oversee the proper maintenance by Members of this Corporation of the Property of the Condominium.

C. To enforce the terms, covenants and conditions, and restrictions set forth in the Declaration which is to be recorded in the Public Records of Sumter County, Florida, and all other Condominium Documents which by their terms are to be enforced by this Association.

D. To maintain, manage and operate the easements, rights of way, signs, and other Common Elements of the Condominium serving the Property of the Condominium and contiguous property, as the same is designed and engineered, and in accordance with the Easement dedicating same, recorded in the Official Records of Sumter County, Florida.

E. To exercise all of the powers and privileges and to perform all of the duties, purposes, and obligations of the Owners Association established to manage the Property of the

Condominium as directed, established and explained in the Declaration, as the same may be amended from time to time as provided therein.

F. To establish, levy, and collect Assessments from Members as appropriate and authorized in the Condominium Documents.

G. To acquire and maintain the Condominium Property in connection with the affairs of this Corporation and to provide from the proceeds of the Assessments for the operation, administration, Maintenance, repair and improvements, replacements, insurance, and utilities for all property as may be acquired or maintained by the Corporation.

H. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the Water Management District Permit issued for the Project Property. In furtherance therewith, to comply with the requirements and applicable District rules pertaining to the Property, and to assist in the enforcement of the conditions of the Declaration of Condominium and the Water District Permit which relate to the Surface Water or Stormwater Management System. The Association shall levy and collect Assessments for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

#### **ARTICLE IV – POWERS**

The Corporation shall have all of the common law and statutory powers permissible under the laws of the State of Florida for a corporation not for profit now existing or as henceforth may exist, and all powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the power:

A. To acquire by any means real and personal property.

B. To establish, levy, and collect Assessments and to enforce the collection of Assessments by filing liens or filing suits, including the power to levy and collect adequate Assessments against Members of the Association for the costs of Maintenance and operation of the Surface Water and Stormwater Management System.

C. To establish, levy, impose and collect reasonable tenant registration fees, estoppel fees, and other fees and costs related to the administration costs of the Corporation.

D. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of the property and assets of the Condominium, in accordance with the governing provisions of the Declaration.

#### **ARTICLE V – MEMBERSHIP**

Any Owner of a Unit, as those terms are defined in the Declaration shall automatically become a Member upon the acquisition of an ownership interest in title to any Unit. Membership shall automatically terminate upon divestment of ownership regardless of the means of divestment.

## **ARTICLE VI – SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are:

Mr. Nicholas Chimienti, 510 CR 466, Suite 207, Lady Lake, FL 32159  
Mr. John L. Toscani, 510 CR 466, Suite 207, Lady Lake, FL 32159  
Ms. Nicole Chimienti, 510 CR 466, Suite 207, Lady Lake, FL 32159

## **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 907 Webster Street, Leesburg, FL 34748, and the name of the initial registered agent of this Corporation is Charles D. Johnson, Esquire. The principal address of the registered office and the registered agent are the same.

## **ARTICLE VIII - MANAGEMENT OF CORPORATION**

The business affairs of this Corporation shall be managed by a Board of Directors composed of three members. The Directors of the Corporation shall be elected as provided in the Bylaws by the membership entitled to vote at the regular Annual Meeting of the Members of the Corporation. The names and addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

President/ Director: Mr. Nicholas Chimienti, 510 CR 466, Suite 207, Lady Lake, FL 32159  
Vice President/Director: Mr. John L. Toscani, 510 CR 466, Suite 207, Lady Lake, FL 32159  
Vice President/ Director: Ms. Nicole Chimienti, 510 CR 466, Suite 207, Lady Lake, FL 32159  
Secretary: Mr. John L. Toscani, 510 CR 466, Suite 207, Lady Lake, FL 32159  
Treasurer: Mr. Nicholas Chimienti, 510 CR 466, Suite 207, Lady Lake, FL 32159

The Developer has reserved the power and authority to manage the affairs of the Corporation and to appoint all members to the Board of Directors until transfer of title as more particularly described and detailed in the Declaration, such provisions being consistent with the provisions of the Condominium Act.

The Developer is entitled to elect at least one member to the Board of Directors of this Corporation as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium (calculated on the basis of square footage). Following the Developer's relinquishment of control of this Corporation, the Developer may exercise the right to vote any Developer-owned Units in the same manner as any other Unit Owner except for the purpose of reacquiring control of this Corporation or selecting the majority members to the Board of Directors.

## **ARTICLE IX - OFFICERS**

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer who are elected in accordance with the Bylaws of the Board of Directors. The names of the officers who shall serve until the first election are as follows:

President/Director: Nicholas Chimienti  
Vice President/Director: John L. Toscani  
Vice President/Director: Ms. Nicole Chimienti  
Secretary/Director: John Toscani  
Treasurer/Director: Nicholas Chimienti

#### **ARTICLE X - RESPONSIBILITY FOR MAINTENANCE**

The Corporation shall be responsible for the Maintenance, operation and repair of all Common Elements of the Condominium.

#### **ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS; TERMINATION**

Amendments to the Articles of Incorporation and Bylaws may be proposed and considered in accordance with the procedures set forth in the Bylaws. Any proposed amendment shall be first adopted by the Board of Directors. Amendments will be finally adopted upon the affirmative vote of a majority of the total voting interests cast by Members who are voting in person, electronically or by absentee ballot at any meeting at which a quorum is present which meeting is called in accordance with the procedures set forth in the Bylaws.

In the event of termination of the Corporation, or, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would agree to comply with Florida Administrative Code Section 40C-42.027 and be approved by any Water Management District having jurisdiction over the Property prior to such termination, dissolution, or liquidation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22 day of March, 2018.

  
\_\_\_\_\_  
Nicholas Chimienti

  
\_\_\_\_\_  
John L. Toscani

  
\_\_\_\_\_  
Nichole Chimienti

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TALLAHASSEE, FLORIDA

Having been named as 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

I submit this document and affirm 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 s.817.155, F.S.

  
\_\_\_\_\_  
Charles D. Johnson, Esquire

\_\_\_\_\_  
March 22, 2018  
Date

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TALLAHASSEE, FL  
COUNTY CLERK

