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(Requestor's Name)

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(Business Entity Name)

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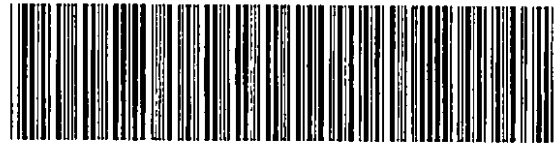
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2018

TERESA L. PRINCE
406 ASH STREET
FERNANDINA BEACH, FL 32034

SUBJECT: LOFTS ON FIFTH CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W18000095392

We have received your document for LOFTS ON FIFTH CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Registered agent name must match our records.,

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 818A00022354

COVER LETTER

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

SUBJECT: Lofts on Fifth 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: Teresa L. Prince

Name (Printed or typed)

406 Ash Street

Address

Fernandina Beach, FL 32034

City, State & Zip

904-261-1833

Daytime Telephone number

info@tpislandlaw.com

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

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



Law Office of

TOMASSETTI & PRINCE

Teresa L. Prince
A. Jeffrey Tomassetti
M. Bradley Manning

November 15, 2018

SENT VIA FEDEX

ATTN: Tyrone Scott
Florida Department of State
2661 Executive Center Circle
Clifton Bldg
Tallahassee, FL 32301

Re: Lofts on Fifth Condominium Association, Inc.

Dear Mr. Scott:

Enclosed please find the Articles of Incorporation for Lofts on Fifth Condominium Association, Inc. with a corrected Registered Agent name. Per your instruction, our office has revised the Registered Agent's name from A. Jeffrey Tomassetti, PLC d/b/a Tomassetti & Prince to listing the Registered Agent's name as simply Tomassetti & Prince. If you need any additional information, please contact our office at (904) 261-1833.

Sincerely,
TOMASSETTI & PRINCE

Teresa L. Prince, for the firm

TLP/jh
Enclosure

**ARTICLES OF INCORPORATION OF
LOFTS ON FIFTH CONDOMINIUM ASSOCIATION, INC
a Florida corporation not-for-profit**

In order to form a corporation under the Laws of Florida for a not-for-profit corporation, the undersigned hereby associates itself into a corporation for the purposes and with the powers herein specified, and to that end does, by these articles of incorporation, set forth:

**ARTICLE I
NAME**

The name of the corporation shall be Lofts on Fifth Condominium Association, Inc. (the "Association").

**ARTICLE II
PURPOSE**

The purpose of the Association is the administration, operation and management of a condominium known as Lofts on Fifth Condominium (the "Condominium") as the same may now or hereafter be constituted, which Condominium is established pursuant to the Declaration of Condominium for Lofts on Fifth, a Condominium (the "Declaration") in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act"). The Association shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions and authorizations contained herein, in the Bylaws established pursuant to the requirements of these Articles and in the Declaration which will be recorded in the public records of Nassau County, Florida, and further, may exercise all powers granted to a condominium association under the Act. In addition, the Association may acquire, own, operate, lease, sell, trade or otherwise deal with any property, real or personal, as may become part of the Condominium (the "Condominium Property") and as may be necessary or convenient for the administration of the Condominium. All defined terms contained in these Articles shall have the same meaning as such terms are defined by the Declaration or, if not defined in the Declaration, the same meaning attributed to such terms in Chapter 718, Florida Statutes.

**ARTICLE III
POWERS AND DUTIES**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms will be defined in the Declaration.

2. Levy and collect assessments, special assessments and other charges against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the Bylaws including, without limitation, the right to levy and collect assessments and special assessments for the purposes of (i) acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium, (ii) operating, maintaining and repairing the Surface Water or Stormwater Management System, and (iii) accomplishing the purposes set forth in the Declaration generally.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws and all rules and regulations governing use of the Condominium which may hereafter be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

7. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers and directors and committee members and members as Unit Owners.

8. Employ personnel to perform the services required for the proper operation of the Condominium.

ARTICLE IV **MEMBERSHIP**

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of a fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two (2) or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws.

D. On all matters upon which the membership is entitled to vote as hereinafter provided, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit as provided for in the Bylaws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

E. Until such time as the parcel of real property within the Condominium Property and the improvements now and/or to be constructed thereon, are submitted to the Condominium form of ownership by recordation of a Declaration of Condominium therefor in the public records of Nassau County, Florida, the membership of the Association shall be comprised of the members of the first Board of Directors as set forth in these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE V **EXISTENCE**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence unless the Condominium is terminated pursuant to the provisions of its Declaration, in which event the Association shall be dissolved in accordance with law.

ARTICLE VI **PRINCIPAL OFFICE**

The principal office of the Association shall be located at 95108 Summerwoods Circle, #2102, Fernandina Beach, Florida, 32034, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII **OFFICERS**

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors

The Board of Directors shall elect a President, Secretary, Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer needs to be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President

shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

Sherri Kinard Rinker, President
Barney Lee Kinard, Vice President
Bryan William Bush, Secretary/Treasurer

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

ARTICLE VIII

DIRECTORS

The number of members of the Board of Directors shall be not less than three (3). The initial members of the Board of Directors shall be appointed by the Developer. When Unit Owners other than the Developer own fifteen percent (15%) or more of the Units in the Condominium that will be operated ultimately by the Association, the Unit Owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Directors of the Association. Unit Owners other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association:

1. Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
2. Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchaser;
3. When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;
4. When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business;
5. When the Developer files a petition seeking protection in bankruptcy;
6. When a receiver for the Developer is appointed by a circuit court and is not discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after appointment of the receiver that transfer of control would be detrimental to the

Association or its members; or

7. Seven years after the date of the recording of the certificate of a surveyor and mapper pursuant to Section 718.104(4)(e), Florida Statutes, or the recording of an instrument that transfers title to a Unit in the Condominium which is not accompanied by a recorded assignment of Developer rights in favor of the grantee of such Unit, whichever occurs first.

The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at five percent (5%) of the Units in the Condominium operated by the Association. After Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the Bylaws and the Act, relinquish control of the Association and shall deliver to the Association all property of the Unit Owners and the Association held or controlled by the Developer. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned Units in the same manner as any other Unit Owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors. Meetings for the election of members of the Board of Directors shall be held annually, in a manner to be provided in the Bylaws.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are elected and have qualified, are as follows:

Sherri Kinard Rinker, President
95108 Summerwoods Circle, #2102
Fernandina Beach, Florida, 32034

Barney Lee Kinard, Vice President
1350 Highway 41 South
Vienna, GA 31092

Bryan William Bush, Secretary/Treasurer
210 S. McLean Blvd, Apt. 5
Memphis, TN 38104

ARTICLE IX **INCORPORATOR**

The Incorporator under these Articles of Incorporation and its respective address, is set forth below:

Lofts on Fifth, LLC, a Florida limited liability company
95108 Summerwoods Circle, #2102
Fernandina Beach, Florida, 32034

ARTICLE X

BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Board of Directors of the Association at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded by the Developer until turnover. Once turnover occurs, the Bylaws may be altered or rescinded only by affirmative vote of a majority of the votes entitled to be cast by members of the Association.

ARTICLE XI

INDEMNIFICATION

Every Director and every officer and every committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer or committee member of the Association, whether or not he is a Director, officer or committee member at the time such expenses are incurred, except in such cases wherein the Director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director, officer or committee member seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer or committee member may be entitled.

ARTICLE XII

AMENDMENT TO ARTICLES

An amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than a majority of the Units in the Condominium whether meeting as members or by written consent signed by them pursuant to Chapter 617, Florida Statutes, in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Nassau County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XII, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

ARTICLE XIII

DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved in accordance with the provisions of the Declaration and in accordance with law.

ARTICLE IX
INITIAL REGISTERED AGENT;
ADDRESS AND NAME FOR REGISTERED AGENT

The initial Registered Office and Agent of the Association shall be Tomassetti & Prince, c/o Teresa L. Prince, 406 Ash Street, Fernandina Beach, Florida 32034.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place.

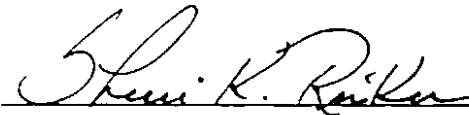
TOMASSETTI & PRINCE



By: Teresa L. Prince
Its: Managing Member

IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 15th day of November, 2018.

LOFTS ON FIFTH, LLC, a Florida limited liability company



By: Sherri K. Rinker
Its: Manager

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That LOFTS ON FIFTH CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, Nassau County, State of Florida, the corporation named in the said articles has named Tomassetti & Prince, c/o Teresa L. Prince, Esq. as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes, Section 617.0505.

DATED: November 15, 2018.

LOFTS ON FIFTH, LLC, a Florida limited liability company

A handwritten signature in cursive script, appearing to read "Sherri K. Rinker", is written over a horizontal line.

By: Sherri K. Rinker
Its: Manager