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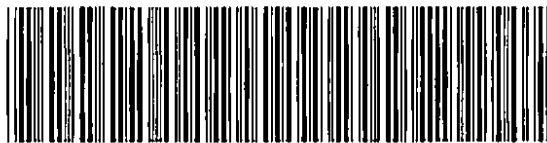
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TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Gadsden Ten Ninety Center Owners' 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:** Russell D. Gautier, Esq.  
Name (Printed or typed)

2010 Delta Boulevard  
Address

Tallahassee, FL 32303  
City, State & Zip

(850) 386-3300  
Daytime Telephone number

Russell.Gautier@WilliamsGautier.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**OF**  
**GADSDEN TEN NINETY CENTER OWNERS' ASSOCIATION, INC.**

In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The name of the corporation is Gadsden Ten Ninety Center Owners' Association, Inc. hereinafter called the "Association."

**ARTICLE II**

The principal office of the Association is located at 3130 Rue Royale, Tallahassee, Florida 32308.

**ARTICLE III**

William T. Mattice, Sr., whose address is 3130 Rue Royale, Tallahassee, Florida 32308, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the Common Area within that certain tract of property located in Gadsden

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County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of Gadsden Ten Ninety Center, hereinafter called the "Declaration," recorded or to be recorded in the Public Records of Gadsden County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the owners within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, build upon, operate and maintain real or personal property in connection with the affairs of the Association;

(e) borrow money, and with the assent of all of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for the money borrowed or debts incurred;

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(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of all of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess;

## **ARTICLE V**

### **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## **ARTICLE VI**

### **VOTING RIGHTS**

The Association shall have one class of voting membership which shall be the Owners (as defined in the Declaration). The Owners shall be entitled to one vote for each 100 gross square feet of building space located on the Lot owned as provided in the Declaration. When more than one person holds an interest in any Lot, all such persons shall be members. The

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vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote for each 100 gross square feet of building space be cast with respect to any Lot.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
William T. Mattice, Sr.	3130 Rue Royale Tallahassee, Florida 32308
Lori B. Mattice	3130 Rue Royale Tallahassee, Florida 32308
Paul A. Gleasman	20 Ram Boulevard Midway, Florida 32343

## **ARTICLE VIII**

### **OFFICERS**

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election,

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William T. Mattice, Sr., will serve as President, and Paul A. Gleasman will serve as Vice President and Lori B. Mattice will serve as Secretary and Treasurer.

## **ARTICLE IX**

### **BY-LAWS**

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

## **ARTICLE X**

### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by all of the 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 the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE XI**

### **DURATION**

The corporation shall exist perpetually.

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## ARTICLE XII

### AMENDMENTS

(1) Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of all of the votes of the members entitled to vote thereon.

(2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.

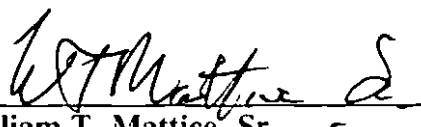
(3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be



adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

(4) The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 17<sup>th</sup> day of December, 2018.

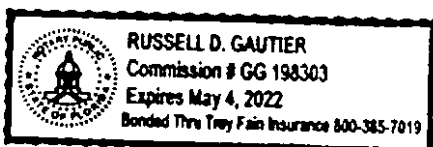
  
\_\_\_\_\_  
William T. Mattice, Sr.  
3130 Rue Royale  
Tallahassee, Florida 32308


STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2018, by **William T. Mattice, Sr.**, who

☒ is personally known to me or  
☐ has produced \_\_\_\_\_

as identification.



  
\_\_\_\_\_  
Signature  
Russell D. Gautier  
\_\_\_\_\_  
Print or type name.  
NOTARY PUBLIC  
My Commission Expires:

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ACCEPTANCE BY REGISTERED AGENT**

William T. Mattice, Sr., having been named as the registered agent in the foregoing Articles of Incorporation of Gadsden Ten Ninety Center Owner's Association, Inc., to accept service of process for the corporation at 3130 Rue Royale, Tallahassee, Florida 32308, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.

  
\_\_\_\_\_  
William T. Mattice, Sr. /

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