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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION WATERVIEW ESTATES CONDOMINIUM OWNERS' ASSOCIATION

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December 17, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SPOTTSWOOD

SUBJECT: WATERVIEW ESTATES CONDOMINIUM OWNERS' ASSOCIATION , INC
REF: W20000144186

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

You failed to make the correction(s) requested in our previous letter.

Please return 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.

WILLIAM LAWRENCE
Regulatory Specialist II

FAX Aud. #: H20000377854
Letter Number: 820A00025635

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December 16, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SPOTTWODD, SPOTTWODD, SPOTTWOOD & STERLING, PLLC

SUBJECT: WATERVIEW ESTATES CONDOMINIUM OWNER'S ASSOCIATION, INC.
REF: W20000143268

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.

Due to transmission problems, your faxed document or coversheet is illegible or incomplete. Please refax the document and cover sheet to this office for processing.

If listing directors: list at least 3 directors. The second director's name is not clear.

Please return 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.

Lillie S Kervin
Regulatory Specialist II

FAX Aud. #: H20000377854
Letter Number: 120A00025433

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ARTICLES OF INCORPORATION
OF
WATERVIEW ESTATES CONDOMINIUM OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, and of full age, this day executed these Amended and Restated Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

ARTICLE 1.
NAME OF CORPORATION

The name of the corporation is WATERVIEW ESTATES CONDOMINIUM OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association"). The effective date of these Articles shall be the date of filing these Articles with the State of Florida. The members of the Association were not entitled to vote on the adoption of these Articles and the amendment and restatement of the Articles reflected herein was duly adopted by the unanimous written consent of the Board of Directors.

ARTICLE 2.
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 6529 Maloney Avenue, Key West, FL 33040.

ARTICLE 3.
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 3613 Northside Court, Key West, FL 33040 and Ralph M. Henriquez, Jr. is hereby appointed the initial registered agent of this Association at that address. The registered agent shall maintain copies of all permits, including, but not limited to, the District, for the benefit of the Association.

ARTICLE 4.
DEFINITIONS

All terms used in these Articles of Incorporation shall have the same meaning as defined in the Declaration of Condominium of Waterview Estates Condominium, as the same may be amended and supplemented from time to time ("Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE 5.
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, operation, preservation, and architectural control of the Common Property within the Property, and to promote the health, safety and welfare of the residents of the Property for the following purposes:

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A. Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Association as set forth in the Declaration applicable to the Property and recorded in the Public Records of Monroe County, Florida, as the same may be amended from time to time as therein provided;

B. Fix, levy, collect and enforce payment by any lawful means all charges or assessments against members of the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including, but not limited to the costs for maintenance and operation of the Surface Water Management System, costs for all licenses, taxes and governmental charges levied or imposed against the Property of the Association, if any;

C. Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property of the Association, if any, in connection with the affairs of the Association;

D. Borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Declarant (to the extent Declarant still owns any portion of the Property), the power and authority to mortgage the property of the Association, if any, and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its functions;

E. Pledge Association revenues as security for the performance of any obligation to any governmental agency or authority;

F. Dedicate, sell or transfer all or any part of the Common Property or Limited Common Property, if any, to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board, (to the extent Declarant still owns any portion of the Property) Declarant and (to the extent any such sale or transfer includes Limited Common Property) the Owners having use rights in such Limited Common Property;

G. Operate and maintain the Common Property in accordance with the Declaration;

H. To contract for the management of the Property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration or Bylaws to have approval of the Board or the members of the Association;

I. Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-For Profit Corporation Act by law may now or hereafter have or exercise;

J. Have and exercise any and all powers, rights and privileges set forth under the Declaration and the Bylaws; and

K. Have and exercise any and all powers, rights and privileges granted to association s pursuant to Chapter 718, Florida Statutes.

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L. Operate, maintain and manage the Surface Water Management System in a manner consistent with the District Permit, its requirements and applicable District rules, and shall assist in the enforcement of this Declaration which relate to the Surface Water Management System;

ARTICLE 6.
MEMBERSHIP

Section 1. Members. Every Owner of a Lot other than the Association shall be a Member of the Association, and no other persons or entities shall be entitled to membership. Membership shall be appurtenant to, run with, and may not be separated from ownership of a Lot.

Section 2. Changes in Membership. Changes in membership in the Association shall be established by the recording in the Public Records of Monroe County, Florida, of a deed or other instrument establishing a change of record title to a Lot and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

Section 3. No Assignment of Member's Share. The share 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 Member's Lot.

ARTICLE 7.
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A: The Class A Member is the Declarant. Class A Members shall be entitled to two (2) votes for each Lot owned.

Class B: All Owners, except for the Declarant shall be Class B Members. Class B Members shall be entitled to one (1) vote for each Lot owned. Upon the sale of a Lot by the Developer, the Membership associated with such Lot shall be converted to a Class B Membership and the Owner of such Lot shall be entitled to (1) one vote.

When any Lot entitling the Owner to Membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of that individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative, then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative

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pursuant to this paragraph.

ARTICLE 8.
BOARD OF DIRECTORS

Section 1. **Number.** Until Turnover, the affairs of this Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Association and who shall be appointed by the Declarant. After Turnover and for so long as Declarant holds any portion of the Property for sale in the ordinary course of business, the Declarant shall be entitled (but not obligated) to appoint at least one member of the Board, unless otherwise required by law. At such time as Declarant no longer owns any Lots within the Property, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Declaration.

Section 2. **Term.** Directors shall be appointed to serve for three (3) year terms, unless a Director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one Member may serve as a director.

Section 3. **Initial Directors.** The names and addresses of the person who are appointed by Declarant to act in the capacity of directors are:

Ralph M. Henriquez, Jr. 3613 Northside Court, Key West, FL 33040

Danise D. Henriquez 3613 Northside Court, Key West, FL 33040

ARTICLE 9.
DISSOLUTION

The Association may only be dissolved upon termination of the Declaration as set forth therein.

ARTICLE 10.
DURATION

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

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ARTICLE 11.
INCORPORATOR

The name and address of the incorporator is as follows:

Ralph M. Henriquez, Jr.

3613 Northside Court

Key West, FL 33040

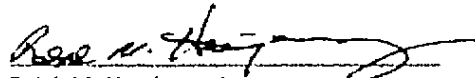
ARTICLE 12.
AMENDMENTS

Prior to Turnover, amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board of Directors. Following Turnover, these Articles of Incorporation shall be amended 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.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles this 28 day of October, 2020.

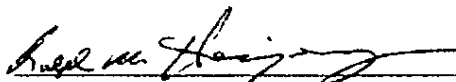

Ralph M. Henriquez, Jr.

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on the Waterview Estates Condominium Owners' Association, Inc. within the State of Florida, at the place designated in ARTICLE 3 of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Waterview Estates Condominium Owners' Association, Inc. and is familiar with and accepts the obligations of this position.


Ralph M. Henriquez, Jr.

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization by way of two-way audio/video communication technology, this 28th day of October 2020 by Ralph M. Henriquez, Jr., who is ☐ personally known to me or ☒ has produced Florida driver's license as identification.

[Notary Seal]


Notary Public

Name Printed: Danyel ClynesCommission number: GG 351234My commission expires: 11/3/2023

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