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FLORIDA PROFIT/NON PROFIT CORPORATION
Merchants Crossing Condominium Association, Inc.

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**ARTICLES OF INCORPORATION
OF
MERCHANTS CROSSING CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation will be Merchants Crossing Condominium Association, Inc., a Florida not for profit corporation (the "Association").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Association will be 610 RD Management LLC, 810 7TH Avenue, 10TH Floor, NY, NY 10019.

**ARTICLE III
PURPOSES AND POWERS**

The objects and purposes of the Association are those expressed in the Declaration of Condominium of Merchants Crossing, A Condominium recorded (or to be recorded) in the Public Records of Lee County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration").

Capitalized terms not defined in these Articles have the meanings given to them in the Declaration.

The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Florida law, including, but not limited to Section 617.0302, Florida Statutes, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

- a. The power to fix, levy and collect Assessments against the Units, as provided for in the Declaration.
- b. The power to manage, control, operate, maintain, repair and improve the Common Elements.

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c. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Elements.

d. The power to insure and keep insured the Common Elements as provided in the Declaration.

e. The power to employ the personnel required for the operation and management of the Association and the Condominium Property.

f. The power to pay utility bills for utilities serving the Common Elements.

g. The power to pay all taxes and assessments which are liens against the Common Elements.

h. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

i. The power to control and regulate the use of the Property.

j. The power to make reasonable rules and regulations and to amend the same from time to time.

k. The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration and the rules and regulations promulgated by the Association from time to time.

l. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws.

m. The power to enter into a contract with any person, firm, corporation or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Common Elements.

n. The power to appoint committees as the Board of Directors may deem appropriate.

o. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the rules and regulations

p. The power to bring suit and to litigate on behalf of the Association and the Members, subject to the terms of the Declaration, and the power to be sued and defend the Association in lawsuits.

q. The power to adopt, alter and amend or repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association.

r. The power to provide any and all supplemental municipal services as may be necessary or proper.

s. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

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t. The power to own and convey real and personal property and to grant easements over the Common Elements and accept easements for the benefit of the Association and the members.

ARTICLE IV
CORPORATE EXISTENCE AND DISSOLUTION

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

ARTICLE V
MEMBERS

Section 1. Membership. The Developer, as long as it owns at least one Unit in the Condominium, and every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject by covenants of record to assessment by the Association shall be a Member of the Association, as more particularly provided in Section 4(C)(ii) of the Declaration.

Section 2. Voting Rights. The voting rights of the Members are as set forth in Section 17 of the Declaration.

Section 3. General Matters. When reference regarding voting is made herein, or in the Declaration, Bylaws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference will be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association will be administered by a Board of Directors, which will consist of not less than three (3) persons, but as many persons as may be determined from time to time as provided in the Bylaws.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who will hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, will be as follows:

<u>Name</u>	<u>Address</u>
Richard Birdoff, President	810 7 th Avenue, 10 th Floor NY, NY 10019
Roger Hirschhorn, Secretary	810 7 th Avenue, 10 th Floor NY, NY 10019
Eric Moran, Treasurer	810 7 th Avenue, 10 th Floor NY, NY 10019

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ARTICLE VII
AMENDMENTS

Section 1. Prior to the Turnover Date, the Developer's appointed Board of Directors alone will have the power in its sole and absolute discretion to amend these Articles. On and after the Turnover Date, amendments to these Articles of Incorporation will require the affirmative vote of Members casting at least a majority of the total votes of the Members.

Notwithstanding the foregoing, until the Developer has sold, transferred or conveyed the total number of Condominium Units the Developer plans to develop within the Condominium, any amendment to these Articles of Incorporation will require the consent of the Developer. No amendment may remove, revoke or modify any right or privilege of the Developer without the written consent of the Developer or the assignee or such right or privilege.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of this corporation are:

Richard Birdoff

810 7TH Avenue, 10th Floor
NY, NY 10019

ARTICLE IX
INDEMNIFICATION

Section 1. The Association will indemnify any person 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 is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnity, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further 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 will not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

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Section 3. The indemnification provided by this Article will 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, both as to action in his official capacity while holding such office or otherwise, and will continue as to a person who has ceased to be director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance will cover any liability asserted against him which is enumerated in the policy and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X DESIGNATION OF REGISTERED AGENT

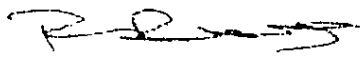
Until changed, HF Registered Agents, LLC, will be the registered agent of the Association and the registered office will be at 1715 Monroe St., Fort Myers, FL 33901.

ARTICLE XI MISCELLANEOUS

Section 1. In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

Section 2. The Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set his hand this 18 day of July, 2022.



Richard Birdoff, Incorporator

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**ACCEPTANCE
OF
REGISTERED AGENT**

Having been named as registered agent to accept service of process for Merchants Crossing Condominium Association, Inc., at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

HF Registered Agents, LLC a
Florida limited liability company

By: Matthew L. Brust
Matthew L. Brust, Vice President

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