

N22000009441

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000392244150

000392244150
7/17/22 01:00 006 4470.00

S. CHATHAM
AUG 17 2022

RECEIVED
2022 AUG 16 PM 4:16
CLERK OF SUPERIOR COURT

FILED
CLERK OF SUPERIOR COURT
22 AUG 16 AM 10:15

COVER LETTER

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

SUBJECT: 324 Cross Street Commercial 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: Jack E. Kiker, III, Esq.

Name (Printed or typed)

2010 Delta Boulevard

Address

Tallahassee, FL 32303

City, State & Zip

850-386-3300

Daytime Telephone number

jake.kiker@williamsgautier.com

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

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

22 AUG 16 AM 10:15
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
324 Cross Street Commercial Condominium Association, Inc.
(a Florida not-for-profit corporation)

FILED
22 AUG 16 AM 10:15
CLERK OF DISTRICT COURT
ST. JOHNS COUNTY, FLORIDA

THE UNDERSIGNED INCORPORATOR HEREBY FILES THESE ARTICLES FOR THE PURPOSE OF FORMING A CORPORATION NON-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE 1
NAME

The name of this corporation shall be 324 Cross Street Commercial Condominium Association, Inc. a not-for-profit corporation with its principal place of business and mailing address at 324 Cross Street, Punta Gorda, Florida 33950. For convenience, the corporation shall be herein referred to as the "Association".

ARTICLE 2
PURPOSE

1. The purpose for which the Association is organized is to provide an entity pursuant to Florida Statutes Chapter 718, (the "Condominium Act") for the operation of 324 Cross Street Commercial Condominium ("Condominium"), located upon land in Charlotte County, Florida, more particularly described in Article IV of the Declaration of Condominium of 324 Cross Street Commercial Condominium ("Declaration").

2. A corporation/association for the Condominium was previously established on or about October 17, 2007, and then subsequently dissolved voluntarily on or about September 12, 2014. This Association shall be deemed the successor thereof, and the Declaration has continued in full force and effect since the time of its recording.

3. The Association shall make no distribution of income to its Members, Directors, or Officers.

ARTICLE 3
POWERS AND DUTIES

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

1. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not inconsistent with the Condominium Act.

2. The Association shall have all of the powers and duties set forth in the Declaration and these Articles of Incorporation ("Articles") not inconsistent with the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

a. To make and collect Common Expenses against Members as necessary to defray costs, expenses and losses of the Condominium. Provided, however, the Association shall not charge any fee against a Unit Owner for the use of Common Elements or Association Property unless such use is the subject of a lease between the Association and the Unit Owner.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To undertake the maintenance, repair, replacement and operation of the Common Elements and Limited Common Elements.

d. To purchase policies of insurance for the Common Elements and Limited Common Elements and for the protection of the Association and its Members, as provided in the Condominium Act.

e. To construct improvements after casualty and for the improvement of the Condominium Property.

f. To make and amend reasonable rules and regulations respecting the use of the Common Elements and Limited Common Elements and amend these Articles as provided in Article 9.

g. To approve or disapprove the transfer, mortgage and ownership of Units as may be provided by the Declaration and the Bylaws of the Association ("Bylaws").

h. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws and the rules and regulations for the use of the Condominium Property.

i. To contract for the management of the Condominium where such management of the Condominium does not contravene the Declaration, the Condominium Act and the Florida General Corporation Act.

j. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation.

k. To employ personnel to perform the services required for the proper operation of the Condominium.

l. To acquire, own, sell, encumber, and convey both real and personal property and otherwise hold property for the use and benefit of its members.

m. To operate and maintain the surface water management system facilities.

n. To sue and be sued.

o. To contract per services.

p. To take any other action necessary for the purpose for which the Association is organized.

3. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of the Declaration and the Bylaws.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. The Association shall have the duty to maintain official records as set forth in Florida Statutes, Chapter 718.

ARTICLE 4 MEMBERS

1. The Members of the Association shall consist of all of the record owners with a present vested interest in a Unit in the Condominium; and after termination of the Condominium shall consist of those who are Members at the time of such termination and their successors and assigns.

2. Change of Membership in the Association shall be effected by recording in the Public Records of Charlotte County, Florida a deed or other instrument establishing record title to a Unit in the Condominium and the delivery to the Association of a certified copy of such instrument. Upon recordation and delivery of such instrument, the Unit Owner designated therein shall become a Member of the Association and the Membership of the prior Unit Owner shall be terminated.

3. 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 their Unit.

22 AUG 16 AM 10:15
F A E D
SECRETARY OF STATE
FLORIDA DEPARTMENT OF REVENUE

4. All Owners of each Unit shall collectively be entitled to one (1) vote ("Vote") at Membership meetings. If a Unit is owned by more than one person, then the person entitled to cast such Vote shall be determined as follows:

A Voting Certificate must be filed with the Secretary of the Association, in writing, signed under oath by all Unit Owners with a present vested interest in the Unit and shall state:

a. The respective percentage interest (as recorded in the Public Records of Charlotte County, Florida) of each of the Owners in the fee title of the Unit;

b. Which of the Owners will represent all of the Owners at Membership meetings and cast the Vote to which they are collectively entitled. The person so designated shall be known as the Voting Interest and shall be the only one of the Owners eligible to cast the Vote for that Unit at Membership meetings. The person designated as the Voting Interest may continue to cast the Vote for all of the Owners of the Unit until such time as another person is properly designated, in the manner set forth above, as the Voting Interest for the Unit.

ARTICLE 5 DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors ("Board") consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. In the absence of such a determination, the Board shall consist of three (3) Directors. All Directors, other than those Directors appointed by the Developer, shall be Members of the Association. Provided, however, that after turnover, non-Members may serve as Directors upon amendment of the Bylaws to allow a non-Member to serve as a Director. Directors shall be elected annually by the Members at a meeting to be held the last Friday in March of each year as provided in the Bylaws and the Condominium Act. The qualification of the Directors is stated in the Bylaws.

2. The names and addresses of the initial Board, who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Bowen	324 Cross Street, Punta Gorda, FL 33950
Kevin Van Nostrand	324 Cross Street, Punta Gorda, FL 33950
Alexis Lanser	324 Cross Street, Punta Gorda, FL 33950

ARTICLE 6 OFFICERS

The affairs of the Association shall be administered by the Officers designated by the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Daniel Bowen	Secretary	324 Cross Street, Punta Gorda, FL 33950
Kevin Van Nostrand	President	324 Cross Street, Punta Gorda, FL 33950
Alexis Lanser	Treasurer	324 Cross Street, Punta Gorda, FL 33950

ARTICLE 7 INDEMNIFICATION

Every Director, Officer and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees through all trial and appellate levels, reasonably incurred by or imposed in connection with any proceeding, arbitration, or settlement to which such person may be a party, or in which they may become involved, by reason of being or having been a Director, Officer or committee member of the Association. Notwithstanding the foregoing, in the event of a voluntary settlement, the indemnification provisions

herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director, Officer, or committee member admits or is adjudged guilty of willful misfeasance or nonfeasance in the performance of their duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which such Director, Officer or committee member may be entitled by common law or statute.

ARTICLE 8
BYLAWS

The Bylaws shall be adopted by majority vote of the Board and may be altered, amended or rescinded by a majority vote of the Board, or as otherwise provided by the Bylaws.

ARTICLE 9
AMENDMENTS

These Articles may be altered, amended, or rescinded by affirmative vote of not less than a majority of the Board; provided however:

1. Provided, however, that no amendment shall make any changes in the qualifications for Membership nor the Votes of Members, or any change to the proportion or percentage by which the Unit Owner of the parcel shares the Common Expenses and owns the Common Surplus or materially alter or modify the appurtenances to the Unit, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration. This provision shall not prevent amendments to the Declaration in the manner provided therein. An amendment shall not affect the Developer prior to turnover of Association control without Developer's written consent.

2. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE 10
TERM

The term of the Association shall be perpetual; provided, however, that if the Association is dissolved, the control of right of access to the property containing the surface water management system facilities, if any, shall be conveyed or dedicated to an appropriate governmental unit or public entity and if not accepted, then the surface water management system facilities shall be conveyed to a non profit corporation similar to the Association.

ARTICLE 11
INCORPORATORS

The names and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel Bowen	324 Cross Street, Punta Gorda, Florida 33950

ARTICLE 12
REGISTERED AGENT

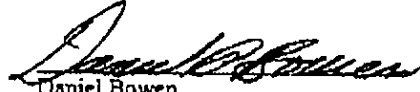
The name and address of the Registered Agent for service of process shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jack E. Kiker, III	WilliamsGautier Law, 2010 Delta Blvd., Tallahassee, Florida 32303

and he is hereby designated as registered agent.

FILED
SECRETARY OF STATE
22 AUG 16 AM 10:15
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this instrument the ____ day of August, 2022.



Daniel Bowen

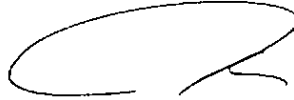
As: Incorporator/President

22 AUG 16 AM 10:15

FILED
SECRETARY OF STATE
OFFICE OF THE CLERK
STATE OF MISSOURI

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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.



Jack E. Kiker, III

Date: 08 15, 22

FILED
CLERK OF SUPERIOR COURT
22 AUG 16 AM 10:15