

NR4000001796

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

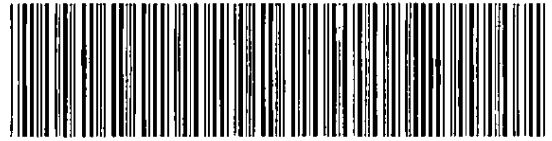
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200412804292

01/11/24--01037--005 **70.00

FILED

2024 JAN 11 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FL

T. MATTHEWS

FEB 12 2024



THRELKELD LAW, P.A.

REAL ESTATE • TITLE INSURANCE • BUSINESS LAW
WILLS, TRUSTS & ESTATES

January 8, 2024

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

Dear Sir or Madam,

Enclosed with this letter, please find the Articles of Incorporation for the proposed not for profit corporation, Twin Palms of Naples Condominium Association, Inc., along with a check for the required filing fee of \$70.00.

The principal and mailing address of this not-for-profit corporation is 1225 High Street, Wadsworth, OH 44281. The incorporator is Russel W. Corwin of 10270 Questa Court, Wadsworth OH, 44281, and the registered agent for this not-for-profit corporation is Threlkeld Law, P.A., located at 3003 Tamiami Trail N., Suite 400, Naples, FL 34103.


The initial officers and other important information are contained within the enclosed articles.

Please send all correspondences regarding this matter to:

Threlkeld Law P.A.
ATTN: Jonah J. Frost
3003 Tamiami Trail N., Suite 400
Naples, FL 34103

If you have any questions regarding this filing, please do not hesitate to reach out to me by e-mail at jonah@napleslegal.net, or by phone at (239) 234-5034

Sincerely,


Jonah J. Frost, Esq.
Threlkeld Law P.A.

FILED

ARTICLES OF INCORPORATION

2024 JAN 11 PM 4:51

OF

SECRETARY OF STATE
TALLAHASSEE, FL

TWIN PALMS OF NAPLES CONDOMINIUM ASSOCIATION, INC.

A Corporation Not-For-Profit

In order to form a corporation under Chapters 617 and 720 of the Florida Statutes, for the formation of corporations not for profit, the undersigned hereby creates 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 AND MAILING ADDRESS:

The name of the corporation shall be TWIN PALMS OF NAPLES CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation whose address is 1225 High Street, Wadsworth, OH 44281. For convenience the corporation shall be referred to in the instrument as the Corporation.

ARTICLE II

PURPOSE:

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, as it exists on the date hereof (the "Act") for the operation of that certain Condominium located in Collier County and known as TWIN PALMS OF NAPLES, a CONDOMINIUM.

2.2. The Corporation shall be not-for-profit and make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS:

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

3.1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2. The Corporation shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:

- (a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium;
- (b) To use proceeds of Assessment in exercise of its powers and duties;
- (c) The maintenance, repair, replacements and operation of the Condominium Property;
- (d) The purchase of insurance upon the Condominium property and insurance for the protection of the Corporation and its members as Unit Owners.
- (e) The reconstruction of improvements after casualty and future improvements of the Property;
- (f) To make an amend reasonable regulations respecting the use of the property in the Condominium; provided however, that all such regulations and their amendments shall be approved by not less than three-quarters (3/4) of the voting membership.
- (g) The approve or disapprove the transfer, mortgage and ownership of Units as may be provided by the Declaration of Condominium and the By-Laws.
- (h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation, and the regulations for the use of the property in the Condominium;
- (i) To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation;
- (j) To Contract for the management or operation of portions of the Common Elements susceptible to separate management or operation, and to lease such portions; and
- (k) To employ Personnel to perform the services required for proper operation of the Condominium.

3.3. All funds and the title of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of incorporation, and the By-Laws.

3.4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

MEMBERS:

4.1. The members of the Corporation shall consist of all of the record Owners of Units 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.

4.2. After receiving approval of the Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by the recording in the public records of Collier County, Florida, a deed or other instrument establishing a record title to a Unit in the Condominium and the delivery by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share of a membership in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

4.4. The owner of each Unit shall be entitled to at least one vote as a member of the Corporation. The exact numbers of votes to be cast by Owners of a Unit and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

ARTICLE V

DIRECTORS:

5.1. The affairs of the Corporation will be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than two (2) directors, and in the absence of such determination, shall consist of three directors.

5.2. Directors of the Corporations shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

~~5.3. The names and addresses of the members of the first Board of Directors~~
who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

President:	Russell W. Corwin	P.O. Box 690 Wadsworth, OH 44282-0690
Vice President	Janet Harris	P.O. Box Wadsworth, OH 44282-0690

Treasurer:	Janet Harris	P.O. Box 690 Wadsworth, OH 44282-0690
Secretary:	Janet Harris	P.O. Box Wadsworth, OH 44282-0690

ARTICLE VI

OFFICERS:

The affairs of the Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Russell W. Corwin
P.O. Box 690
Wadsworth, OH 44282-0690

Janet Harris
P.O. Box 690
Wadsworth, OH 44282-0690

ARTICLE VII

INDEMNIFICATION:

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him in connection with any proceeding or any settlement of 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 of the Corporation, whether or not he is a Director or officer at the time such expenses incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS:

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by three-quarters (3/4) of the voting membership.

ARTICLE IX

AMENDMENTS:

Amendments to the articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed wither by the Board of Directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment my express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided.

(a) Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Corporation; or

9.3. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

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

ARTICLE X

TERM:

The term of the Corporation shall be perpetual.

ARTICLE XI


SUBSCRIBERS:

The names and addresses of the subscriber of these Articles of Incorporation are as follows:

~~Russell W. Corwin~~
P.O. Box 690
Wadsworth, OH 44282-0690

IN WITNESS WHEREOF, the Subscriber has affixed his signature on this 3rd day of November, 2023

SUBSCRIBER:

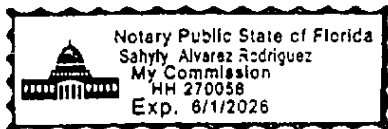


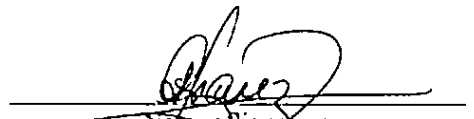
Russell W. Corwin

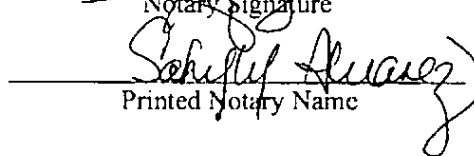
STATE OF Florida
COUNTY OF Collier

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, by **Russell W. Corwin** ☐ who is personally known to me or ☒ who has produced a OHIO DL - as identification on this the 3rd day of November, 2023.

(Affix Notary Stamp)





Notary Signature


Printed Notary Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Twin Palms of Naples Condominium Association, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Naples, County of Collier, State of Florida, has named Threlkeld Law P.A., located at 3003 Tamiami Trail N., City of Naples, County of Collier, State of Florida, as its agent to accept service of process within the State.

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

REGISTERED AGENT:

Threlkeld Law P.A.
3003 Tamiami Trail N., Suite 400
Naples, FL 34110



Joel A. Threlkeld Esq., its President