

N 2500000261

(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



900441753149

01/02/25--01027--001 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2025 JAN 2 10 50 AM
HARRISBURG, PA

ARTICLES OF INCORPORATION
OF
ROSEMARY RESIDENCES CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation are adopted by Rosemary Residences Condominium Association, Inc., a Florida Not-for-Profit Corporation, for the purposes set forth below

ARTICLE I

NAME. The name of the corporation is Rosemary Residences Condominium Association, Inc., hereafter referred to as the "Association."

ARTICLE II

PURPOSE AND POWERS. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Rosemary Residences Condominium, located in Sarasota County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- 1 To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- 2 To protect, maintain, repair, replace and operate the condominium property.
- 3 To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- 4 To reconstruct improvements after casualty and to make further improvements of the property.
- 5 To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
- 6 To approve or disapprove the transfer of ownership, leasing and occupancy of units, if such is provided for by the Declaration of Condominium.
- 7 To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- 8 To contract for the management and maintenance of the Condominium and the condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

SECRET
FILED
JUN 10 1964
FBI - TAMPA

- 9 To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- 10 To enter into agreements, or acquire leaseholds, memberships, and other possessory use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- 11 To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- 12 To operate and maintain any Stormwater/Surface Water Management System as permitted by the applicable Water Management District, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, wetland mitigation areas, and related appurtenances, including, but not limited to, contracting for services to the same by a maintenance company. The Association shall assist in the enforcement of the restrictions and covenants contained herein.
- 13 The Association shall levy and collect adequate assessments against indebtedness of the Association for the costs of maintenance and operation of any Stormwater/Surface Water Management System, and for other purposes deemed necessary by the Board of Directors. The assessments shall be used for the maintenance and repair of the Stormwater/Surface Water Management Systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws

ARTICLE III

MEMBERSHIP

1. The members of the Association shall consist of all record owners of legal title in one or more parcels in the Condominium, as further provided in the Bylaws and Declaration of Condominium. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.
2. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit

FILED
SECRETARY
DATE

- 3 The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of this not-for-profit company shall be perpetual.

ARTICLE V

BYLAWS The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS

- 1 The Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Association.
- 2 Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 3 The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
2. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
3. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided the notice of any proposed amendment has been given to

RECEIVED
FILED
JAN 11 2011
CLERK OF COURT
JAN 11 2011
CLERK OF COURT

the members of the Association, and that the notice contains a fair statement of the proposed amendment.

4. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE VIII

REGISTERED AGENT AND PRINCIPAL OFFICE AND ADDRESS; INCORPORATOR'S NAME AND ADDRESS:

The registered agent shall be Maximilian Vollmer. The registered office of the Association shall be at 9314 Exposition Drive, Tampa, Florida 33626.

The street address of the principal office of the Association 701 N. Westshore Boulevard, Suite 220, Tampa, Florida 33609.

The mailing address of the Association is 9314 Exposition Drive, Tampa, Florida 33626.

The incorporator is Maximilian Vollmer and the incorporator's address is 701 N. Westshore Boulevard, Suite 220, Tampa, Florida 33609.

ARTICLE IX

INDEMNIFICATION. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

DISSOLUTION. If the Association ceases to exist, all of the unit owners shall be jointly and severally responsible for the operation and maintenance of the surface water management system.

SECRET
FILED
JAN 17 1978
STATE OF FLORIDA

facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility which complies with Rule 62-330.310, F.A.C. and Applicant's Handbook Volume I, Section 12.3.

Wherefore, these Articles of Incorporation were duly adopted by the membership of Rosemary Residences Condominium Association, Inc. by the method prescribed in the Association's governing documents on the 18th day of December, 2024.

Rosemary Residences Condominium Association, Inc.

By: [Signature]
Maximilian Vollmer, Incorporator

Having been named as registered agent to accept service 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.

[Signature]
Maximilian Vollmer, Registered Agent

STATE OF FLORIDA
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged before me by (☒ physical presence or () online notarization, this 18 day of December, 2024, by Maximilian Vollmer, who is (☒ personally known to me or who () produced _____ as identification.

[Signature]
Notary Public, State of Florida

[SEAL]



RECEIVED
FILED
STATE
CLERK
OF
HILLSBOROUGH COUNTY
FLORIDA
2024 DEC 18 PM 5:00

ARTICLES OF INCORPORATION
OF
ROSEMARY RESIDENCES CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation are adopted by Rosemary Residences Condominium Association, Inc., a Florida Not-for-Profit Corporation, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Rosemary Residences Condominium Association, Inc., hereafter referred to as the "Association."

ARTICLE II

PURPOSE AND POWERS. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Rosemary Residences Condominium, located in Sarasota County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

1. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
2. To protect, maintain, repair, replace and operate the condominium property.
3. To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
4. To reconstruct improvements after casualty and to make further improvements of the property.
5. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the operation of the Association.
6. To approve or disapprove the transfer of ownership, leasing and occupancy of units, if such is provided for by the Declaration of Condominium.
7. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
8. To contract for the management and maintenance of the Condominium and the condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

RECEIVED
FILED
STATE
G

9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
10. To enter into agreements, or acquire leaseholds, memberships, and other possessory use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
11. To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
12. To operate and maintain any Stormwater/Surface Water Management System as permitted by the applicable Water Management District, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands, and any associated buffer areas, wetland mitigation areas, and related appurtenances, including, but not limited to, contracting for services to the same by a maintenance company. The Association shall assist in the enforcement of the restrictions and covenants contained herein.
13. The Association shall levy and collect adequate assessments against indebtedness of the Association for the costs of maintenance and operation of any Stormwater/Surface Water Management System, and for other purposes deemed necessary by the Board of Directors. The assessments shall be used for the maintenance and repair of the Stormwater/Surface Water Management Systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

1. The members of the Association shall consist of all record owners of legal title in one or more parcels in the Condominium, as further provided in the Bylaws and Declaration of Condominium. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.
2. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.

SECRET
FILED
CIVIL
CLERK
JAN 11 2007
FBI - MEMPHIS

- 3 The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of this not-for-profit company shall be perpetual.

ARTICLE V

BYLAWS The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

1. The Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Association.
2. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
2. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
3. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided the notice of any proposed amendment has been given to

RECORDED
FILED

the members of the Association, and that the notice contains a fair statement of the proposed amendment.

4. **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.

ARTICLE VIII

REGISTERED AGENT AND PRINCIPAL OFFICE AND ADDRESS; INCORPORATOR'S NAME AND ADDRESS:

The registered agent shall be Maximilian Vollmer. The registered office of the Association shall be at 9314 Exposition Drive, Tampa, Florida 33626.

The street address of the principal office of the Association 701 N. Westshore Boulevard, Suite 220, Tampa, Florida 33609.

The mailing address of the Association is 9314 Exposition Drive, Tampa, Florida 33626.

The incorporator is Maximilian Vollmer and the incorporator's address is 701 N. Westshore Boulevard, Suite 220, Tampa, Florida 33609.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

DISSOLUTION: If the Association ceases to exist, all of the unit owners shall be jointly and severally responsible for the operation and maintenance of the surface water management system.

RECORDED
FILED
DIVISION

facilities in accordance with the requirements of the Environmental Resource Permit, unless and until an alternate entity assumes responsibility which complies with Rule 62-330.310, F.A.C. and Applicant's Handbook Volume I, Section 12.3.

Wherefore, these Articles of Incorporation were duly adopted by the membership of Rosemary Residences Condominium Association, Inc. by the method prescribed in the Association's governing documents on the 18th day of December, 2024.

Rosemary Residences Condominium Association, Inc.

By: [Signature]
Maximilian Vollmer, Incorporator

Having been named as registered agent to accept service 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.

[Signature]
Maximilian Vollmer, Registered Agent

STATE OF FLORIDA
COUNTY OF Hillsborough

THE FOREGOING instrument was acknowledged before me by (☒) physical presence or () online notarization, this 18 day of December, 2024, by Maximilian Vollmer, who is (☒) personally known to me or who () produced _____ as identification.

[Signature]
Notary Public, State of Florida

[SEAL]



SECRET
FILED
COUNTY CLERK
HILLSBOROUGH COUNTY
FLORIDA
DEC 19 2024



A Business and Real Estate Law Firm

11 N. Summerlin Ave Suite 100, Orlando, FL 32801
P: (407) 423-1700 | F: (407) 425-3753

Barry L. Miller, Esq.*
Robert Garcia, Esq.
Allyson M. Roberts, Esq.
Laci J. Casado, Esq.
Mark C. Elliott, Esq.³

December 19, 2024

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

Re: Rosemary Residences Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above non-profit corporation. Please file same and return one copy of the Articles time stamped from your office. A check in the amount of \$70.00 is also enclosed to cover the filing fees associated with this matter.

Thank you for your time and cooperation in this matter.

Very truly yours,

Barry L. Miller

Barry L. Miller

BLM: ss
Enclosures

FILED
SECRET
NOV 20 2024
TALLAHASSEE, FL
DIVISION OF CORPORATIONS