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1201 HAYS STREET  
TALLAHASSEE, FL 32301-0000  
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TALLAHASSEE, FL 32301-0000



ACCOUNT NO. : 072100000032

REFERENCE : 079352 84684A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 3:16 PM

ORDER NO. : 079352

CUSTOMER NO: 84684A

CUSTOMER: William J. Fuller, III, Esq  
WILLIAM J. FULLER, III, PA

1530 Cross Street  
Sarasota, FL 34236

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 10 AM 10:00

DOMESTIC FILING

NAME: ALTA MER ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

634-  
W96 — 18961

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DIVISION OF CORPORATION

9/12/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 10, 1996

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1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ALTA MER ASSOCIATION, INC.  
Ref. Number: W96000018961

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**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ALTA MER ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), F.S. Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 296A00042058

**RESUBMIT**

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

ALTA MER ASSOCIATION, INC.

A corporation not for profit  
under the laws of the State of Florida

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

NAME, ADDRESS AND REGISTERED AGENT

1.1. Name. The name of the corporation shall be ALTA MER ASSOCIATION, INC., a corporation not for profit. For convenience the corporation shall herein be referred to as the "Association".

1.2. Address and Registered Agent. The street address of the initial registered office of the Association is 1530 Cross Street, Sarasota, Florida 34236, and the name of the Association's initial registered agent at such address is William J. Fuller, III.

ARTICLE 2

Purpose

2.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111 of the Condominium Act for the maintenance, operation and management of ALTA MER, A CONDOMINIUM, (herein referred to as the "Condominium"), located in Sarasota County, Florida. The name of the developer of the Condominium is GOLDEN GATE 306 CORPORATION, a Florida corporation, which shall herein be referred to as the "Developer".

2.2. Distribution of Income. The Association shall make no distributions of income to and no dividend shall be paid to its members, directors, or officers.

2.3. No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE 3

Powers

3.1. Common Law and Statutory Powers. The Association 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 of Incorporation or the Florida Condominium Act.

**3.2. Specific Powers.** The Association shall have all of the powers and duties set forth in the Condominium Act of the State of Florida and all of the powers and duties reasonably necessary to maintain, manage and operate the Condominium pursuant to such Declaration of Condominium (herein the "Declaration") 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 the proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, repair, replace and operate the Condominium property.
- (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as Unit Owners.
- (e) To make and amend reasonable rules and regulations respecting the use of the property in the Condominium; provided, however, that all such rules and regulations and amendments thereto shall be approved by not less than 50% of the votes of the entire membership of the Association before the same shall be effective.
- (f) To approve or disapprove the transfer, mortgage and ownership of Units in the Condominium.
- (g) To enforce by legal means the provisions of the Condominium Act of the State of Florida, the Declaration of Condominium, these Articles of Incorporation, Bylaws of the Association and the regulations for use of the property of the Condominium.
- (h) To contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.
- (i) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
- (j) To employ personnel to perform the services required for proper operation of the Condominium.
- (k) To acquire or enter into (prior to or subsequent to the recording of the Declaration of

Condominium) agreements whereby it acquires leaseholds, memberships or other possessory or use interests in real and personal property, including, but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the Unit Owners, to declare expenses in connection therewith to be common expenses, and to adopt covenants and restrictions relating to the use thereof.

(l) To purchase Units in the Condominium and to acquire and hold, lease, mortgage and convey the same, subject however, to the provisions of the Declaration and Bylaws relative thereto.

**3.3. Assets Held in Trust.** All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

**3.4. Limitations on Exercise of Powers.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws of the Association.

## **ARTICLE 4**

### **Members**

**4.1. Members.** The members of the Association shall consist of all of the record owners of Units in the Condominium from time to time, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns. Prior to the recording of the Declaration of Condominium in the Public Records of Sarasota County, Florida, the subscribers hereto shall be members of the Association and shall each be entitled to one vote.

**4.2. Change of Membership.** After receiving any approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior owner is terminated.

**4.3. Limitation on Transfer of Shares of Assets.** 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 Unit.

**4.4. Voting.** Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

## ARTICLE 5

### Directors

5.1. Board of Directors. The affairs of the Association shall be managed by the 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.

5.2. Election of Directors. The Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors shall be filled in the manner provided by the Bylaws of the Association.

5.3. First Election of Directors. The Directors named in these Articles shall serve until the first annual election of Directors by the membership, which shall not be held until the first Friday in February, 1997, or until otherwise required by Florida law, whichever occurs first; and any vacancies in their number occurring before the first election shall be filled by the Developer, or in the event of its failure to do so, by the remaining Directors, except as otherwise specifically required by the Florida law.

5.4. First Board of Directors. 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:

MICHAEL ADAMS	14534 Teal Court, Clearwater, FL 34622
WILLIAM S. BELMONT	1921 Waldemere Street, Sarasota, FL 34239
E. W. MORTON, JR.	1924 South Osprey Avenue, Sarasota, FL 34239

## ARTICLE 6

### Officers

6.1. Officers. The affairs of the Association shall be administered by a President, Vice-President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Association. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association 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 and elected by the Board of Directors are as follows:

MICHAEL ADAMS	14534 Teal Court, Clearwater, FL 34622	president
WILLIAM S. BELMONT	1921 Waldemere Street, Sarasota, FL 34239	vice president
E. W. MORTON, JR.	1924 South Osprey Avenue, Sarasota, FL 34239	treasurer
E. W. MORTON, JR.	1924 South Osprey Avenue, Sarasota, FL 34239	secretary

The Directors and Officers may lawfully and properly exercise the powers set forth in ARTICLE 3, particularly those set forth in Section 3.2(k), notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the

persons with whom the corporation enters into such agreements or who own some or all of the proprietary interests in the entity or entities with whom the corporation enters into such agreements.

## ARTICLE 7

### Indemnification

7.1. Indemnification. Every director and every officer of the Association shall be indemnified by the association against all expenses and liabilities, including legal fees, reasonably incurred by 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 Association, whether or not he is a director or officer at the time such expenses are 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 reimbursements as being for the best interest of the Association. 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 8

### Bylaws

8.1. Bylaws. The Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in the manner provided by the Bylaws, except that during such time as the Developer has the right to elect a majority of the directors of the Association, the bylaws may be amended by majority vote of the directors.

## ARTICLE 9

### Amendments

9.1. Amendments. Subject to the provisions of Section 9.2. of this Article 9, amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

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

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approvals must be by not less than 70% of the entire membership of the Board of Directors and by not less than 70% of the votes of the entire membership; or by not less than 80% of the votes of the entire membership of the Association.

9.2. Limitation on Amendments. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3

of ARTICLE 3 or Section 5.3 of ARTICLE 5 , 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 of the State of Florida or the Declaration of Condominium.

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

#### ARTICLE 10

##### Term

10.0. Term. The term of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration, and in the event of such termination, the corporation shall be dissolved in accordance with the law.

#### ARTICLE 11

##### Rights of Developer

11.1. Rights of Developer. GOLDEN GATE 306 CORPORATION, which is the developer of the Condominium, and which is referred to herein as the Developer, shall have all of the rights set forth in the Declaration of Condominium of ALTA MER, A CONDOMINIUM.

#### ARTICLE 12

##### Subscribers (Incorporators)

12.1. Names and Address. The name and residence address of the subscriber (incorporator) of these Articles of Incorporation is: MICHAEL ADAMS, 14534 Teal Court, Clearwater, FL 34622.

#### ARTICLE 13

##### Mailing Address of Corporation

13.1. Address. The mailing address of the corporation and of its principal office is 306 Golden Gate Point, Sarasota, Florida 34236.



IN WITNESS WHEREOF, the subscriber (incorporator) has hereunto affixed his signature on this SEPTEMBER 4, 1996.

  
MICHAEL ADAMS

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this SEPTEMBER 4, 1996, by MICHAEL ADAMS who is personally known to me.

  
Notary Public



WILLIAM J. FULLER, III  
MY COMMISSION # CC260018 EXPIRES  
March 2, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

CONSENT TO BE REGISTERED AGENT

Following is the name and address of the initial registered agent of the corporation ALTA MER ASSOCIATION, INC., who hereby consents to said designation:

WILLIAM J. FULLER, III  
William J. Fuller, III, P.A.  
1530 Cross Street  
Sarasota, Florida 34236

  
WILLIAM J. FULLER, III

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this SEPTEMBER 4, 1996, by WILLIAM J. FULLER, III who is personally known to me.

  
Notary Public



PATRICIA LYNNE HENSHAW  
MY COMMISSION # CC382523 EXPIRES  
June 13, 1998  
BONDED THRU TROY FARM INSURANCE, INC.