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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

N960000006028

ACCOUNT NO. : 072100000032

REFERENCE : 168116 149395A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : November 26, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 168116-005

300002014183--1

CUSTOMER NO: 149395A

CUSTOMER: Ms. Kristine Napoles
BEATRIZ M. CAPOTE, P.A.

17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: PALM BAY OF SEMINOLE
CONDOMINIUM 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 NOV 26 AM 11:55
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 26 AM 10:43
DIVISION OF CORPORATION

Dmc 11/26/96

ARTICLES OF INCORPORATION
OF
PALM BAY OF SEMINOLE CONDOMINIUM
ASSOCIATION, INC.

FILED
96 NOV 26 AM 11:55
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

I.
NAME

The name of this corporation shall be PALM BAY OF SEMINOLE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

II.
PURPOSES AND POWERS

The Association shall have the following powers:

A. To manage, operate and administer PALM BAY, a Condominium (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Pinellas County, Florida.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of the common law and statutory powers and duties set forth in Chapter 718, Florida Statutes, as amended (the "Condominium Act") and the Declaration of Condominium for the Condominium and all other powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration of Condominium, as same may be amended from time to time.

III.
MEMBERS

A. Each unit owner in the Condominium and the Subscribers to these Articles shall automatically be members of the Association. Membership of the Subscribers shall terminate upon the entire Board of Directors of the Association being selected by unit owners other than the Developer.

B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of record title to a unit as evidenced by the recording of a deed of conveyance amongst the Public Records of Pinellas County, Florida or, as provided in the Declaration of Condominium, upon transfer of title upon the death of a member and membership shall terminate

upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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 his unit.

IV.
EXISTENCE

The Association shall have perpetual existence.

V.
SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
Stephen E. Poe	462 South 4th Avenue, Suite 625 Louisville, KY 40202
David B. Buechler	462 South 4th Avenue, Suite 625 Louisville, KY 40202
Michael Schmerge	1980 Canadiana Court Dunedin, FL 34698

VI.
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors initially composed of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's ByLaws:

<u>NAME</u>	<u>ADDRESS</u>
Stephen E. Poe	462 South 4th Avenue, Suite 625 Louisville, KY 40202
David B. Buechler	462 South 4th Avenue, Suite 625 Louisville, KY 40202
Michael Schmerge	1980 Canadiana Court Dunedin, FL 34698

VII.
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the ByLaws, who shall serve at the pleasure of said Board of Directors. The names and addresses

of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Stephen E. Poe	President	462 South 4th Avenue, Suite 625 Louisville, KY 40202
David B. Buechler	Treasurer	462 South 4th Avenue, Suite 625 Louisville, KY 40202
Michael Schmerge	Secretary	1980 Canadiana Court Dunedin, FL 34698

VIII. BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as would prejudice the rights of the Developer of the Condominium or mortgagees holding mortgages encumbering units in the Condominium, without their prior written consent.

IX. AMENDMENTS TO ARTICLES

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3 % of the entire Board of Directors and by an affirmative vote of members having no less than 75 % of the total votes in the Association.

C. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members of the Association, without approval in writing by all members and the joinder of all record owners of mortgages encumbering condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

X. INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association and by each member of the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director(s) or Officer(s) in connection with any proceeding or any settlement thereof to which the Director(s) or Officer(s) may be a party, or in which the Director(s) or Officer(s) may become involved by reason of the Director(s) or Officer(s) being or having been a Director(s) or Officer(s) of the Association, whether or not a Director(s) or Officer(s) at the time such expenses are incurred, except in such cases wherein the Director(s) or Officer(s) is adjudged guilty of willful misconduct in the performance of such Director's or Officer's duty; provided that in the event of a settlement, the

Director(s) seeking indemnification, approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director(s) or Officer(s) may be entitled.

XI.

INITIAL REGISTERED OFFICE AGENT AND ADDRESS

The principal office of the Association shall be at 10760 70th Avenue North, Seminole, Florida 34642, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office of the Association is at 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131, and the initial registered agent therein is Beatriz M. Capote, Esq.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13 day of November, 1996.

Signed, Sealed And Delivered
In the Presence Of:

Jeffery L. Sims
Ruth Kilchenman

Stephen E. Poe
STEPHEN E. POE

Jeffery L. Sims
Ruth Kilchenman

David Buechler
DAVID B. BUECHLER

Arista Kuhn
Nolly Phillips

Michael Schmerge
MICHAEL SCHMERGE

STATE OF KENTUCKY
COUNTY OF JEFFERSON

The foregoing instrument was acknowledged before me this 13 day of November, 1996, by STEPHEN E. POE and DAVID B. BUECHLER who are personally known to me and who did not take an oath.

My Commission Expires: 10/27/99

Arista C. Kuhn
Notary Public

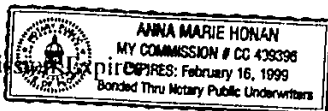
Print Name: Arista C. Kuhn

STATE OF Fla
COUNTY OF Duval

WHO IS/ARE PERSONALLY KNOWN TO
ME OR WHO PRODUCED A FLORIDA DL
AS ID AND WHO DID NOT TAKE ANY OATH.

The foregoing instrument was acknowledged before me this 13 day of November, 1996, by MICHAEL SCHMERGE, who is personally known to me and who did not take an oath.

My Commi



Anna Marie Honan
Notary Public

Print Name: Anna Marie Honan

I hereby accept the designation of Registered Agent as set forth in these Articles of Incorporation.

Beatriz M. Capote, Esq.
BEATRIZ M. CAPOTE, ESQ.

N96000006028

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Palm Bay of Seminole Condominium Association, Inc. EIN or SS#: _____

Address: 10760 70th Avenue North
Seminole, Fl 34642

Amount: \$61.25 Date Paid _____

Reason for claim: Duplicate Filing - N96000006028
SP1 9/26/97

Certified true and correct this 26th day of September, 19 97.

Signature No Signature Required

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$ <u>61.25</u>	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>984421003</u> dated <u>09-22-97</u>	
Name of Account: <u>4520213000145300000000010000</u>	
Statutory Authority for Collection: <u>617</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: <u>45202130001453000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency) _____ (Authorized Signature and Title) _____	