



LAW OFFICES OF  
**MEROS, SMITH & OLNEY**  
PROFESSIONAL ASSOCIATION

1301 Fourth Street North  
St. Petersburg, Florida 33701  
Post Office Box 27  
St. Petersburg, Florida 33731  
Telephone (813) 812-4629  
Fax (813) 812-5140

GREGORY "SKIP" OLNEY, II  
FORMER ASSISTANT ATTORNEY

PET: M. MEROS  
M. SMITH  
CERTIFIED  
CIVIL RIGHTS LAWYERS

December 3, 1997

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

100002364351--2  
-12/05/97--01079--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Mediterranean of Madeira Condominium Association, Inc.

To Whom It May Concern:

Transmitted herewith is an original of the Articles of Incorporation and Bylaws in the above-styled corporation along with our firm check in the amount of \$122.50. Please provide corporate charter to the undersigned in the enclosed envelope. Should you have any questions, please do not hesitate to contact me or my assistant, Debbie Darbois.

Very truly yours,

Walter E. Smith

WES/dd

enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MEDITERRANEAN OF MADEIRA CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, being natural persons competent to contract for the purpose of forming a corporation not for profit under the laws of the State of Florida, do hereby adopt, subscribe and acknowledge the following Articles of Incorporation:

**ARTICLE ONE** - Name

The name of this corporation shall be MEDITERRANEAN OF MADEIRA CONDOMINIUM ASSOCIATION, INC. (a corporation not for profit). The purpose for which the Association is organized is to act as a governing association and the managing entity within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for MEDITERRANEAN OF MADEIRA CONDOMINIUM, hereinafter referred to as the "Condominium" located in Pinellas County, Florida.

**ARTICLE TWO** - Principal Office

The locating and mailing address of the initial principal office of this Association shall be 13900 Gulf Boulevard, Madeira Beach, Florida 33708, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE THREE** - Registered Office and Agent

The name and street address of the initial Registered Agent and office of the Association shall be Walter E. Smith, Meros, Smith & Olney, P.A., 1301 Fourth Street, North, St. Petersburg, Florida 33701.

#### **ARTICLE FOUR - Purpose and Powers**

- A. The Association is organized as a corporation not for profit under the provisions of Chapter 718, Florida Statutes, for the purpose of providing an entity under the Florida Condominium Act (the "Act") for the operation of a condominium located in Pinellas County, Florida known as Mediterranean of Madeira Condominium and to transact any and all lawful business. Said condominium is herein called the "Condominium" and the Declaration of Condominium whereby same has or will be created is herein called the "Declaration". A description of the lands of the Condominium is set forth in the Declaration.
- B. The Association shall have all of the following powers:
1. All the powers of an association as set forth in Chapter 718, Florida Statutes.
  2. Make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium and other matters declared by the Declaration to be a Common Expense of the Condominium.
  3. Use the proceeds of assessments in the exercise of its powers and duties.
  4. Maintain, repair, replace and operate the Condominium Property and the Association Property.
  5. Purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association and its members as Unit Owners, as well as liability insurance for the protection of officers and directors of the Association.
  6. Reconstruct improvements after casualty and/or further improve the Condominium Property and Association Property.
  7. Make, modify, amend and rescind reasonable rules and regulations respecting the use of the Condominium Property and the Association Property, herein called the "Rules and Regulations".
  8. Enforce by legal, equitable and administrative means the provi-

sions of the Declaration, these Articles, the Bylaws and the Rules and Regulations.

9. Contract for the management and maintenance of the Condominium Property and the Association Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such function as the submission of the proposals, collection of assessments, preparation of records, enforcement of Rules and Regulations and the maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association, its Directors and its officers shall, however, retain at all times the powers and duties granted by the Declaration and Chapter 718, Florida Statutes, including, but not limited to, the making of assessments, promulgation of Rules and Regulations and the execution of contracts on behalf of the Association.
10. Employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.
11. Pay taxes and assessments which are liens against any part of the Condominium other than individual units and the appurtenance thereto, and to assess the same against the units and the appurtenances thereto, and to assess the same against the units as a Common Expense of the Condominium.
12. Pay the cost of all utility services rendered to the Condominium and not billed individually to Owners of individual units.
13. Purchase one (1) or more units in the Condominium and to hold, lease, mortgage and convey such units.

#### **ARTICLE FIVE** - Membership

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

#### **ARTICLE SIX** - Duration

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

**ARTICLE SEVEN** - Subscriber

The name and address of the subscriber of these Articles of Incorporation is:

John A. Bodziak, Jr.  
13900 Gulf Boulevard  
Madeira Beach, FL 33708

**ARTICLE EIGHT** - Officers

The affairs of the Association are to be administered under the directions of the Board of Directors by a President, a Secretary, a Treasurer and such other officers as the Board of Directors may, from time to time, deem necessary. Such officers shall be elected annually at the annual meeting of the members of the Association as provided in the Bylaws. The names of the persons who are to serve as the initial officers until their succession at the first annual meeting of the members are as follows:

John A. Bodziak, Jr., President, Secretary, Treasurer  
13900 Gulf Boulevard  
Madeira Beach, FL 33708

**ARTICLE NINE** - Directors

Jack A. Bodziak, Jr.

Brett Tabar

Ken Ellis

13900 Gulf Boulevard  
Madeira Beach, FL 33708  
13900 Gulf Boulevard  
Madeira Beach, FL 33708  
13900 Gulf Boulevard  
Madeira Beach, FL 33708

#### **ARTICLE TEN** - Bylaws

The initial Bylaws of the Association shall be adopted by the original Board of Directors and thereafter the Bylaws of the Association shall be made, altered or rescinded by the members of the Association in the manner set forth in the Bylaws.

#### **ARTICLE ELEVEN** - Indemnification

Every Directors and every officers of the Association shall be indemnified by the Association to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director or officer in connection with any proceeding or settlement of any proceeding to w which they may be a party or in which they may become involved by reason of their being or having been a Director or officer at the time such expenses are incurred.

#### **ARTICLE TWELVE** - Action Without Meeting

Any action which Mya be taken at a meeting of the members of the Association may be taken without a meeting if a consent in writing is signed by the members that would be required to vote at a meeting to adopt such action and is filed in the minutes of the Association. Notice requirements applicable to meetings shall not apply to action taken without a meeting.

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**ARTICLE THIRTEEN** - Amendment of Articles

- A. These Articles of Incorporation may be amended, from time to time, as follows:
1. 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.
  2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.
  3. Except as elsewhere provided, an amendment shall be adopted if approved either:
    - (a) by not less than two-thirds (2/3) of the entire membership of the Board of Directors and also by not less than fifty-one percent (51%) of the votes of the voting members duly qualified to vote; or
    - (b) by not less than seventy-five percent (75%) of the vote of the voting members duly qualified to vote, regardless of approval of the Board of Directors.
- B. No amendment shall make any changes in qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all records Owners of mortgages upon units.
- C. No amendment shall make any change in the rights of the Developer without the written approval of the Developer. No amendment shall be made that is in conflict with the Condominium Act or the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1<sup>st</sup> day of December, 1997.

  
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**JOHN A. BODZIAK, JR.**  
Subscriber/Incorporator

STATE OF FLORIDA    )

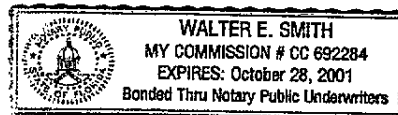
COUNTY OF PINELLAS    )

Before me, the undersigned authority, personally appeared JOHN A. BODZIAK, JR., to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 1<sup>st</sup> day of December, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



## **CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the Laws of the State of Florida, submits the following



statement in designating the registered office/registered agent, in the State of Florida.

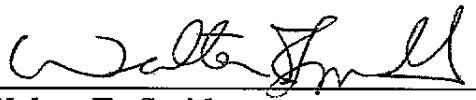
1. The name of the corporation is:

MEDITERRANEAN OF MADEIRA CONDOMINIUM ASSOCIATION, INC.

2. The name and street address of the registered agent and office is:

Walter E. Smith  
1301 - 4<sup>th</sup> Street, North  
St. Petersburg, FL 33701

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Walter E. Smith

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