

N98000003132



ACCOUNT NO. : 072100000032

REFERENCE : 829166 82724A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1998

000002533420--2

ORDER TIME : 10:12 AM

ORDER NO. : 829166-005

CUSTOMER NO: 82724A

CUSTOMER: Ms. Jody Vanderbilt,
MORRISON & CONROY

3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 1:09

DOMESTIC FILING

NAME: POST OFFICE SQUARE
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: Tamara Odom

EXAMINER'S INITIALS:

*621-2554-2555
W98-11808*

JP 6/2/98

RECEIVED
JUN 22 AM 11:30
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 22 PM 1:09

May 22, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: POST OFFICE SQUARE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W98000011808

We have received your document for POST OFFICE SQUARE CONDOMINIUM ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list at least one incorporator with a complete business street address.

The registered agent must have a Florida street address. A post office box is not acceptable.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 598A00029082

DIVISION OF CORPORATION

98 JUN -2 AM 11:27

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ARTICLES OF INCORPORATION

POST OFFICE SQUARE CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not for Profit)

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by NEOPOLITAN CORPORATION, INC., a Florida corporation, Naples, Collier County, Florida as sole incorporator for the purposes set forth below. The address of the Incorporator is 1120 Little Neck Court, #E-50, Naples, Florida 34102.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, herein called the "Association" is POST OFFICE SQUARE CONDOMINIUM ASSOCIATION, INC., and its address is Post Office Box 185, Hanover, Massachusetts 02339.

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 POST OFFICE SQUARE, a condominium, located in Collier 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:

- A. To make and collect assessments against Members of the Association to disburse the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace, and operate the condominium property.
- C. To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further to the property.

- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- F. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the By-Laws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Condominium and the condominium property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or 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.
- K. To borrow or raise money for any 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, by means of a mortgage, pledge, conveyance or 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.

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 By-Laws.

ARTICLE III

MEMBERSHIP: The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the By-Laws. After termination of the Condominium, the member shall consist of those who are members at the time of such termination. 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. 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 By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS: The affairs of 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 of the Association shall be elected by 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. The business of the Association shall be conducted by the officers designated in 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 Association and shall serve at the pleasure of the Board.

ARTICLE VII

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

- A. Proposal: Amendments to these Articles may be proposed either by a majority of the Board or by a petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
- B. 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.
- C. Vote Required: Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- D. Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII:

INITIAL DIRECTORS: The Initial Directors of the Association shall be:

George Williams
P. O. Box 185
Hanover, Massachusetts 02339

Richard Matthews
P. O. Box 185
Hanover, Massachusetts 02339

Donald K. Ross, Esq.
2640 Golden Gate Parkway
Naples, Florida 34105

ARTICLE IX:

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at:

3838 Tamiami Trail North
Suite 402
Naples, Florida 34103

The initial registered agent at said address shall be:

J. Thomas Conroy, III
Morrison & Conroy, P.A.
3838 Tamiami Trail North
Suite 402
Naples, Florida 34103

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' 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 interest 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 has 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 rights to which a Director or officer may be entitled.

15th WITNESS WHEREOF, the incorporator has caused these presents to be executed this 15th, day of May 1998.

NEOPOLITAN CORPORATION, INC.,
a Florida corporation

By: [Signature]
GEORGE WILLIAMS, President

(CORPORATE SEAL)

STATE OF MA.
COUNTY OF PLYMOUTH

The foregoing instrument was acknowledged before me this 15th day of MAY, 1998 by GEORGE WILLIAMS, President of NEOPOLITAN CORPORATION, INC., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced DRIVERS LIC. (type of identification) as identification and did (did not) take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.

[Signature]
Signature

GEORGE H. WOODS
(Type or print Name of Acknowledger)

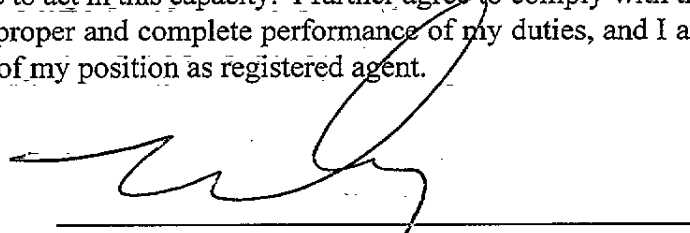
(Title or Rank)

(Serial Number, if any)

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DIVISION OF CORPORATIONS
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**Acceptance of Designation
Registered Agent/Registered Office**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



J. Thomas Conroy, III

Dated: _____

4/29/98

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