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Progressive Auto Storage Condominium
Association Inc

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**Articles of Incorporation
of
Progressive Auto Storage Condominium Association, Inc.
(a not-for-profit corporation)**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

- FIRST:** The name of the corporation, herein called the "Association", is Progressive Auto Storage Condominium Association, Inc.
- SECOND:** The period of duration of the corporation is perpetual.
- THIRD:** The purpose or purposes for which the corporation is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Progressive Auto Storage Condominium, located in Collier County, Florida.

The Association is organized and shall exist on 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 under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium for Progressive Auto Storage a Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium, including but not limited to the following:

To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association and to use the proceeds of assessments in the exercise of its powers and duties.

- (A) To maintain, repair, replace and operate the Condominium property, including the power to charge reasonable use fees for use of the common elements or Association property.
- (B) To purchase insurance for the protection of the Association and its members.
- (C) To reconstruct improvements after casualty and to make further improvements of the property.
- (D) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Condominium.
- (E) To approve or disapprove the transfer, leasing and occupancy of units, to the extent set forth in the Declaration of Condominium.
- (F) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.

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- (G) To contract for the management and maintenance of the condominium and 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 members of the Association.
- (H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (I) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities, whether or not the land 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.
- (J) To borrow money for any of the purposes of the Association.

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.

FOURTH:

Membership

- (A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, excluding those who hold such interest merely as security for the performance of an obligation, and as further provided in the By-Laws; after termination of the Condominium the members shall consist of those who are members at the time of such termination.
- (B) Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument conveying title and by complying with such other requirements as may be set forth in the By-Laws.
- (C) The share of a member in the funds and assets of the Association can not be assigned or transferred in any manner except as an appurtenance to the member's unit.
- (D) The owners of each unit, collectively, shall be entitled to vote in Association matters as set forth in the Declaration of Condominium and the By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

FIFTH:

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

SIXTH:

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors, or by petition of the owners of at least one-third (1/3) of the units by instrument, in writing, signed by them.

- (B) Notice. 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 still be given.
- (C) Vote Required. These Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interests at any annual or special meeting, plus the affirmative vote of the owner or owners of the ground floor unit of Progressive Auto Storage Condominium, or by approval in writing of two-thirds (2/3) majority of the voting interests, plus the written approval of the owner of the ground floor unit of Progressive Auto Storage Condominium, 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.

SEVENTH: Directors and Officers

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) 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.
- (C) 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.

EIGHTH: The initial board of directors shall consist of three (3) member(s). Members of the Board of Directors need not be residents of Florida.

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Number and Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Michael D. Kelly	580 Hammock Court	Marco Island	FL	34145
Michael R. Kelly	1218 Treasure Court	Marco Island	FL	34145
Lisa Marie Kelly	8023 Panther Trail #902	Naples	FL	33962

NINTH: The principal address in Florida and the registered office of the corporation is 720 Bald Eagle Drive, Marco Island, Florida 34145 and the name of the initial registered agent at such address is Michael R. Kelly.

TENTH: The name and address of each incorporator is as follows:


<u>Name</u>	<u>Number and Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Michael R. Kelly	1218 Treasure Court	Marco Island	FL	34145

ELEVENTH: 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's 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 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.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Marco Island, Florida on this 7th day of April, 1999.



Michael R. Kelly
Incorporator

Michael R. Kelly
Michael R. Kelly
Registered Agent

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