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SECRETARY OF STATE
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TRUNKETT LAW GROUP, LLC

10175 Six Mile Cypress, #4A • Fort Myers, FL 33912 Tel: 239.790.4529 • Fax: 239.790.5404 www.trunkettlaw.com

TRANSMITTAL LETTER Corporation

Date: November 30, 2006

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

Re: 1110/1112 Edgerton Condominium Association, Inc.

The enclosed Articles of Incorporation and fees are submitted for filing.

Please return all correspondences and documents concerning this matter to:

Joseph Trunkett Trunkett Law Group, LLC 10175 Six Mile Cypress Parkway Fort Myers, FL 33966

For further information concerning this matter, please call:

Joseph Trunkett at 239-790-4529

Enclosed is a check for the following

\$ 87.50 filing fee and certificate of status

Sincerely,

Joseph Trunkett



RECEIVED

TALLMUSCH (LOPE)

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FLORIDA DEPARTMENT OF STATE Division of Corporations

December 11, 2006

THE TRUNKETT LAW GROUP, LLC 10175 SIX MILE CYPRESS #4A FORT MYERS, FL 33912

SUBJECT: 1110/1112 EDGERTON CONDOMINIUM ASSOCIATION, INC.

Ref. Number: W06000053294

We have received your document for 1110/1112 EDGERTON CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2007 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 006A00070512

2006 DEC 27 PM 2: 20

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF 1110/1112 EDGERTON CONDOMINIUM ASSOCIATION, INC. (a Florida corporation for-profit)

In order to form a corporation under and in accordance with Chapter 607 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles, which are also contained in the Declaration of Condominium (Declaration") creating 1110/1112 EDGERTON CONDOMINIUM ASSOCIATION, INC.., a Condominium, shall have the meaning of such terms set forth in the Declaration.

ARTICLE I

NAME

The name of this Association shall be 1110/1112 EDGERTON CONDOMINIUM ASSOCIATION, INC., whose present address is 217 Lewis Road, Springfield, P.A. 19064

ARTICLE II

PURPOSE OF ASSOCIATION

The purpose for which this Association is organized is to maintain operate and manage the Condominium and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE III

POWERS

The association shall have the following powers, which shall be governed by the following provisions:

- A. The association shall have all of the common law and statutory powers of a corporation and all powers set forth in the Florida Statutes Chapter 718 and Florida Statutes Chapter 607, which are not in conflict with or limit the terms of the Declaration, these Articles and the By-Laws of the Act.
 - B. The Association shall have all of the powers of an owners association

under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

- 1. to make, establish and enforce reasonable Rules and Regulations governing the Condominium and the use of Units;
- 2. to make, levy, collect and enforce Special Assessments and Annual Assessments against Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Condominium in the manner provided in the Declaration, these Articles, the By-Laws and the Condominium Act and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;
- 3. to maintain, repair, replace and operate the Condominium in accordance with the Declaration, these Articles, the By-Laws and the Act;
- 4. to reconstruct improvements of the Condominium in the event of casualty or other loss in accordance with the Declaration;
- 5. to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and,
- 6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

ARTICLE IV

MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

- A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.
- B. Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the Owners, which in

the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.

- C. Membership in the Association shall be established by the acquisition of ownership of a Condominium Unit in the property as evidenced by the recording of an instrument of conveyance amongst the Public Records of Lee County, Florida, whereupon, the membership in the Association of the prior owner thereof, if any shall terminate. New Members shall deliver a trust copy of the recorded deed or other instrument of acquisition of title to the Association.
- D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to this Condominium Unit.
- E. With respect to voting, the Members as a whole shall vote. Each condominium Unit with respect to all matters upon which Owners (other than the Developer) are permitted or required to vote as set forth in the Declaration, these Articles or By-Laws shall be entitled to one vote for each Unit owned, which vote shall be exercised and cast in accordance with the Declaration, these Articles and the By-Laws.

ARTICLE V

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBERS

The name and address of the Subscriber to these Articles are as follows:

NAME

ADDRESS

Robert Paulus

217 Lewis Road, Springfield, PA 19064

ARTICLE VI(A)

The corporation is authorized to issue two (2) shares.

ARTICLE VII

OFFICERS

- A. The affairs of the Association shall be managed by a President, a Secretary and a Treasurer, which officers shall be subject to the directions of the Board.
- B. The Board shall elect the President, the Secretary, and the Treasurer. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

ARTICLE VIII

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:

Robert Pualus

Treasure:

Robert Paulus

Secretary:

Robert Paulus

The street address of the initial office of this corporation is 217 Lewis Road, Springfield, PA 19064; and the name of the initial resident agent of this

Corporation is:

Joseph Trunkett

The Trunkett Law Group, LLC 10175 Six Mile Cypress Pkwy

Fort Myers, FL 33912

ARTICLE IX

BOARD OF DIRECTORS

- A. The form of administration of the Association shall be by a an initial Board of One (1) Director. After the control of the Association is transferred to the unit owners as provided in the Declaration of Condominium, Bylaws, and these Articles, there shall be a board of Two (2) Directors.
- B. The names and addresses of the persons who is to serve as the first Board of Directors ('First Board") are as follows:

NAME

ADDRESS

Robert Paulus

217 Lewis Road, Springfield, P.A. 19064

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

- C. The First Board shall serve until the first unit is sold by the Developer. Thereafter control of the Association shall be transferred to the unit owners. If the developer owns a unit in the condominium it shall have the rights of a unit owner. The succeeding Board of Administration shall be elected as provided in the Bylaws. As long as the developer owns a unit of the condominium it shall have all rights granted to the developer in the Declaration, Articles of Incorporation, and Bylaws.
- D. Within seventy-five (75) days after the Unit Owners, other than the Developer, are entitled to elect a member of the Board of Administration (Directors) of the Association, the notice of an election for the members of the Board of Administration. The Association, shall call, and give not less than sixty (60) days notice of an election for the members of the Board of Administration. The election shall proceed as provided in Florida Statutes Chapter 718.11 2(2)(d). The notice may be given by any Unit Owner if the Association fails to do so. Upon election of the first Unit Owner, other than Developer, to the Board of Administration, the Developer shall forward to the Division of Land Sales, Condominium and Mobile Homes, the name and mailing address of the Unit Owner Board Member.

ARTICLE X

INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

<u>ARTICLE XI</u> BY-LAWS

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and Florida Statutes. The method for amending the By-Laws is set forth in the By-Laws.

ARTICLE XII

<u>AMENDMENTS</u>

- A. Prior to the recording of the Declaration amongst the Public Records of Lee County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles being amended shall identify the particular Article or Articles being amended and give the exact language of such amendment and a certified copy of such amendment shall always be attached to any certified copy of these articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.
- B. After the recording of the Declaration amongst the Public Records of Lee County, Florida, these Articles may be amended in the following manner
- 1. Notice of the subject matters of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and
- 2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.
- C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Lee County, Florida.
- D. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the right to designate and select the Directors as

provided in Article IX hereof, or the provisions of this Article XII, without the prior written consent therefore by Developer.

E. Except as otherwise provided in Section 718.110(4) and 718.110(8), notwithstanding anything contained herein to the contrary, while the Developer is entitled to appoint a majority of the Board of Directors, these Articles may be amended by a majority of the Board of Directors evidenced by a certificate of the association, provided that such Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Elements borne by the Unit Owners or change a Unit Owner's voting rights without the consent of the affected Unit Owners. Said voting Amendment need only be executed and acknowledged by the Association and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, or any others, shall not be required.

ARTICLE XIII

REGISTERED AGENT

The name and address of the Initial Registered Agent is: Joseph Trunkett
The Trunkett Law Group, LLC
10175 Six Mile Cypress Pkwy
Fort Myers, FL 33912

IN WITNESS WHEREOF, the Subscribers have hereunto affixed their signatures the day and year set forth below.

 $\Lambda I \cdot \Lambda$

DATED	:	/1	Sent Paulin	
		Robei	t Paulus	
STATE	OF			
COUNT	Y OF	•		
		_		
ΙH	IEREBY CERTIFY that or	n this Now	_ day of <u>∠ℓ</u> 0	2006,
before i	me, a Notary Public duly	authorized in the	State and Count	y named
above t	to take acknowledgements	, personally app	eared ROBERT PA	AULUS ,
	produced <u>driver</u>			as
identific	ation or who are personall	y known to me a	and who did/did not	t take an
oath				
<u>Wi</u>	TNESS my hand and office	cial <u>seal</u> in the C	ounty and State a	ıforesaid,
this	November 20 da	y of <u>Novem</u>	<u> 2006 </u>	
	•	Surand Public	$\bigcap_{i \in I} A_i$	
		mary J	Mylimene	
	l	Notary Public		

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal Susan J. De Simone Notary Public Media Boro, Delaware County My Commission Expires July 6, 2010

ACKNOWLEDGMENT BY DESIGNATED (REGISTERED) AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THIS 30 DAY OF NOV , 2006

Joseph Trunkett

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY that on this	Jo 74	_ day of No	VETBER:	2006
before me, a Notary Public duly authori	zed in th	e State and	County na	amed
above to take acknowledgements, perso			ı Trunkett	who
personally known to me and who did/did r	as	identification	or who	are
personally known to me and who did/did r	not take a	in oath		

WITNESS my hand and official seal in the County and State aforesaid, this 2 7 day of LOUTH BERN 2006

Notary Public

Kathleen G. McGuire
Commission #DD192120
Expires: Mar 10, 2007
Bonded Thru
Atlantic Bonding Co., Inc.