

FILED

ARTICLES OF INCORPORATION  
OF  
CIPRIANI CONDOMINIUM OWNERS ASSOCIATION, INC.

200 JUN -5 P 1:08

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I PURPOSE AND POWERS

The name of the corporation shall be CIPRIANI CONDOMINIUM OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

ARTICLE II PURPOSE AND POWERS

Section 1 Purpose. The purpose for which the Corporation is organized is to provide an entity for the operation and governance of Cipriani Condominium (the "Condominium"). Located upon lands in Volusia County, Florida, said property being described in the duly recorded Declaration of Condominium applicable thereto.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2 Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Corporation shall have all of the powers and duties contemplated in the Declaration of Condominium and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties.

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Condominium.

(c) To maintain, repair, replace and operate the Condominium Property.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

(f) To make and amend reasonable rules and regulations.

(g) To perform such functions as may be specified in the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation and such rules and regulations as may be promulgated.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

(j) To lease, maintain, repair and replace the Common Elements as defined in the Declaration of Condominium, and to enter into license agreements for the use of parking spaces as contemplated in the Declaration.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.

(m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

(o) To bring suit as may be necessary to protect the Corporation's interests, the interests of the Corporation's Members, or the Condominium Property.

**Article III DEVELOPER**

ORMOND OCEAN VENTURE, LLC, a Florida Limited Liability Company, shall make and declare or has made and declared a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as CIPRIANI CONDOMINIUM.

**ARTICLE IV TERM**

The Term for which this Corporation shall exist shall be perpetual.

**ARTICLE V INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

Lori McGriff  
2801 SW Archer Road  
Gainesville, Florida 32608

**ARTICLE VI BOARD OF DIRECTORS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officers need not be directors or members.

- (a) **Composition**: The Board will initially consist of at least three persons appointed by the Incorporator. The Board will consist of at least three directors (or a multiple of three) selected in accordance with the Articles and Bylaws.
- (b) **Classes**: Each director will be appointed or elected to one of three classes so as to provide for staggered terms. If the number of directors is increased, it shall be in multiples of three, and each new director must be assigned to a class so that each class will have an equal number of directors.
- (c) **Term of Office**: The initial term for the Class 1 director will be for one year. The initial term for the Class 2 director will be for two years. The initial term for the Class 3 director will be for three years. Subsequent terms for directors of any class will be for three years; however, directors will always serve until resignation or removal or until their successors are elected.

- (d) Qualifications: Each director must be a Member. If a director ceases to be a Member during his/her term of office, such person will automatically be removed from the Board effective upon such occurrence.
- (e) Voting Procedure: At each annual meeting, the Members will elect the directors to replace the directors of the class whose term of office is then expiring. Each Member will have one vote for each seat to be filled. No cumulative voting will be permitted. The candidate(s) receiving the highest number of votes will be declared elected. The meeting will be conducted in accordance with the Articles and the Bylaws.
- (f) Removal: Any director may be removed from office, with or without cause, by at least a majority vote of the Members.
- (g) Vacancies; Replacement of Directors: Any vacancy occurring on the Board may be filled for the remainder of the term by a majority vote of the remaining Board members. If the remaining Board members do not constitute a quorum, a special meeting of the Association to elect new members to the Board may be called by any officer or Member.
- (h) Compensation: Directors will not receive compensation for their services unless approved by the Members.

**ARTICLE VII Name and Address of Initial Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Corporation is transferred to Unit Owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Corporation.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first directors are:

<u>Class One</u> Lori McGriff	2801 SW Archer Road Gainesville, FL 32608
<u>Class Two</u> Orianna Snook	2801 SW Archer Road Gainesville, FL 32608
<u>Class Three</u> Tom Harl	2801 SW Archer Road Gainesville, FL 32608

### ARTICLE VIII BY-LAWS

The initial By-Laws of the Corporation shall be attached as an exhibit to the Declaration of Condominium for the Condominium and shall be adopted by the first Board of Directors.

### ARTICLE IX MEMBERS

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc, but the Owner(s) of each Unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

### ARTICLE X AMENDMENTS

Amendments to these Articles of incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Corporation, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Corporation, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Corporation entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Condominium documents without the written consent of the Developer.

### ARTICLE XI PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 2801 SW Archer Road, Gainesville, FL 32608 or at such other place or places as may be designated from time to time.

**ARTICLE XII REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial registered agent at that address are:

LORI MCGRIFF  
2801 SW Archer Road  
Gainesville, FL 32608

**ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Corporation, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set her hand and seal and caused these Articles of Incorporation to be executed this 23<sup>rd</sup> day of September, 2004.

Lori McGriff  
Lori McGriff, Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September, 2004, by LORI MCGRIFF. Such person(s):

- is/are personally known to me.
- produced a current Florida Driver's license as identification.
- produced \_\_\_\_\_ as identification.

Susan Brantley  
Print Name: \_\_\_\_\_

Notary Public, State of Florida  
My Commission Expires:  
Serial Number:

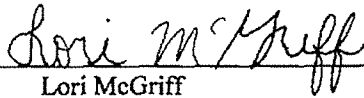
(SEAL)



SUSAN BRANTLEY  
MY COMMISSION # DD 292199  
EXPIRES: May 8, 2008  
Bonded Thru Budget Notary Services

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for CIPRIANI CONDOMINIUM OWNERS ASSOCIATION, INC. hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
Lori McGriff

2005 JAN -5 P 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED