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FLORIDA NON-PROFIT CORPORATION

SACRED HEART AMBULATORY CENTER CONDOMINIUM OWNERS' A

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**ARTICLES OF INCORPORATION OF
SACRED HEART AMBULATORY CENTER
CONDOMINIUM OWNERS' ASSOCIATION, INC.,
A NOT FOR PROFIT CORPORATION**

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

The undersigned, desiring to organize a not for profit corporation (the "Corporation") under the provisions of the Florida Not for Profit Corporation Act Florida Statutes Chapter 617, do hereby sign, verify and file these Articles of Incorporation (these "Articles") and certify as follows:

1. **NAME.** The name of the Corporation is Sacred Heart Ambulatory Center Condominium Owners' Association, Inc.

2. **STREET ADDRESS.** The street address of the initial principal office, which shall be its mailing address is 5153 N. 9th Avenue, Suite 200, Pensacola, Florida 32504.

3. **DURATION.** The period of duration of the Corporation shall be perpetual.

4. **PURPOSE.** The terms used herein shall have the same meaning attributed to them in that certain Declaration of Condominium of Sacred Heart Ambulatory Center, a Medical Office Building Condominium (the "Declaration"), recorded on April 6, 2005 as Instrument No. 2005 854316, in the Office of the Clerk of the Circuit Court of Escambia County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if herein set forth at large and at length. The specific purposes for which the Corporation is organized are to provide for the maintenance, operation, management and repair of the common areas and facilities within that certain development known as Sacred Heart Ambulatory Center a Medical Office Building Condominium. Notwithstanding any other provisions of these Articles, the Corporation is not organized for private pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings, if any, shall inure to the benefit of any member, director, or individual. The Corporation shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit. In connection with the purpose of the Corporation described above, the Corporation may:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of an association of owners as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office or other expenses incident to the conduct of the business of the association, and collect, hold, invest and expend all funds paid to the Corporation as agent of and for the Owners;
- (c) Maintain the common areas and facilities and all improvements located thereon, make payments of taxes, insurance, repairs, and any other expenses necessary to the maintenance of said property, and pay operating expenses of every kind and character whatsoever, and any other expenses necessary therefor, or beautify and make other desirable improvements from time to time as this Corporation shall deem best;

Curtis O. Liles, III
Maynard, Cooper & Gale, P.C.
2400 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, AL 35203-1000 (205)254-1000
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- (d) Enforce the covenants and restrictions contained in the Declaration, and make, establish and enforce reasonable rules and regulations governing the administration, management and use of the common areas and facilities;
- (e) Purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character;
- (f) Apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any not for profit corporation may make or grant;
- (g) Enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic;
- (h) Solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest; and
- (i) Exercise all of the powers vested in not for profit corporations by the Constitution and laws of the State of Florida, including, without limitation, the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on any business for profit.

5. **MEMBERS.** The Corporation shall have one class of members. Every person or entity who is a record owner of any Unit in the Project, as defined in the Declaration, shall be a member. A Member is sometimes referred to as a Unit Owner or Owner.

6. **BOARD OF DIRECTORS.**

- (a) **Control and Management of the Corporation.** The control and management of the Corporation and its property and affairs shall be vested in the Board of Directors.
- (b) **Initial Directors.** The Board of Directors shall initially be composed of three (3) Directors who shall hold office until the first annual meeting of the Unit Owners or until their successors are duly elected and qualified. The names and addresses of the persons who are to serve as the initial Directors (the "Initial Directors") are as follows:

<u>Name</u>	<u>Address</u>
James Milton Johnson	2204 Lakeshore Drive, Suite 215 Birmingham, Alabama 35209
Rick Lowe	5151 N. Ninth Avenue Pensacola, Florida 32504

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Tammy Nall 5151 N. Ninth Avenue
Pensacola, Florida 32504

- (c) Successor Directors. Upon the expiration of the terms of office of the Initial Directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws. The qualifications, rights, powers and privileges of Directors shall be as set forth in the Corporation's Bylaws.
- (d) Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation or of any committee thereof may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors or members of such committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or such committee.
- (e) Bylaws. The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors shall have the power to alter, amend or repeal the Bylaws, or adopt new Bylaws, in any manner not inconsistent with these Articles or applicable laws of the State of Florida.

7. INITIAL REGISTERED AGENT AND OFFICE. The address of the initial registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is CT Corporation System. A copy of the written acceptance of appointment as registered agent as required by Section 617.0501 is filed herewith.

8. OFFICERS. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Bylaws.

9. NONSTOCK AND NOT FOR PROFIT STATUS.

- (a) This Corporation shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the members, individuals, officers or Directors thereof. No part of the earnings of the Corporation shall inure to the benefit of any member, individual, officer, or Director. The Corporation does not contemplate the distribution of gains, profits, or dividends to any member, individual, officer or Director thereof, and is organized solely for not for profit purposes.
- (b) Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any activities proscribed by the Florida Not for Profit Corporation Act Florida Statutes Chapter 617.

10. DISSOLUTION OF CORPORATION. Should the Corporation be dissolved at any time by voluntary or involuntary action, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed in accordance with Section 12.1(b) of the Declaration.

11. NO PERSONAL LIABILITY. No individual, member, Unit Owner, Director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation.

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12. **INCORPORATOR**. The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
SHAC, LLC	2204 Lakeshore Drive Suite 215 Birmingham, Alabama 35209

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles this 5th day of April, 2005.

SHAC, LLC

By: Johnson Development, LLC
Its Member

By: 
James Milton Johnson
Its Manager

THIS INSTRUMENT PREPARED BY:
CURTIS O. LILES, III
MAYNARD, COOPER & GALE, P.C.
2400 Amsouth/HARBERT PLAZA
1901 SIXTH AVENUE NORTH
BIRMINGHAM, FLORIDA 35203-2618
(205) 254-1000

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Acceptance of Appointment
As
Registered Agent

Having been named as registered agent to receive service of process for the corporation named on the attached Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System

Dale W. Morris
Signature/Registered Agent

3-17-05
Date

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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