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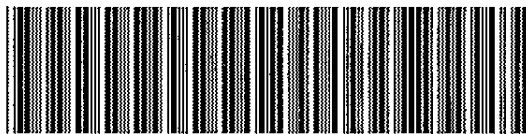
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 522943 7165873

AUTHORIZATION :

COST LIMIT \$ 70.00

[Handwritten Signature]

ORDER DATE : October 12, 2006

ORDER TIME : 5:20 PM

ORDER NO. : 522943-005

CUSTOMER NO: 7165873

DOMESTIC FILING

NAME: MERIDIAN AT ONE NORTH OCEAN
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**MERIDIAN AT ONE NORTH OCEAN
CONDOMINIUM ASSOCIATION, INC.**

(A NONPROFIT FLORIDA CORPORATION)

**ARTICLE I
NAME**

The name of this corporation is Meridian at One North Ocean Condominium Association, Inc. (the "Association").

**ARTICLE II
INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Association is One North Ocean Boulevard, Boca Raton, Florida 33432.

**ARTICLE III
PURPOSE**

The purpose for which the Association is organized is to act as the governing association of that certain condominium known as Meridian at One North Ocean, a Condominium (the "Condominium").

**ARTICLE IV
MEMBERS**

The qualification of members and the manner of their admission shall be as follows: Any approved person or persons who hold title in fee simple to a unit in the Condominium shall by virtue of such ownership be a member of the Association; provided however, that transfer of membership shall be made only as a part of and incident to the transfer of ownership of a Condominium unit ("Unit") with such transfers being subject to and controlled by the transfer procedures set forth in the Declaration of Condominium (the "Declaration"). After receiving approval of the Association if required by the Declaration, change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a Unit in the Condominium and the delivery of a copy of the recorded instrument to the Association within a reasonable time following such recordation. Such delivery is not required for initial conveyances by One North Ocean, L.L.C., a Delaware limited liability company, its successors and assigns, as the developer of the condominium ("Developer"). The owner designated by such instrument thereby becomes a member of the Association and the membership of the previous owner is thereby terminated. No member may assign, hypothecate or

transfer in any manner such member's membership or such member's share in the funds and assets of the Association except as an appurtenance to such member's Unit.

ARTICLE V DIRECTORS

The property, business and affairs of the Association shall be managed by a board of directors (collectively the "Board of Directors") elected or appointed in the manner provided by the By-Laws. The number of directors shall be determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors.

ARTICLE VI AMENDMENTS

A. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes and in Chapter 718, Florida Statutes (the "Condominium Act"). Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

B. Adoption. Amendments of these Articles of Incorporation shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Condominium Act (the latter to control over the former to the extent provided for in the Condominium Act).

C. Amendment Limitation. No amendment of these Articles of Incorporation shall make any changes in the qualifications for membership, nor in the voting rights of members, without the approval in writing of sixty-seven percent (67%) of the voting interests of the members of the Association. No amendment shall be made that is in conflict with the Condominium Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer or which would in any way adversely affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Institutional First Mortgagees, unless the Developer and/or the affected Institutional First Mortgagees, as applicable, shall join in the execution of the amendment. All amendments to these Articles of Incorporation other than the foregoing shall require the approval of a majority of the voting interests of the members of the Association represented at a meeting at which a quorum has been attained. No amendment to this Section shall be effective.

D. Developer Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Developer may, while it retains control of the Association, amend these Articles of Incorporation consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

**ARTICLE VII
VOTES**

Each Unit in the Condominium shall have one full indivisible vote.

**ARTICLE VIII
POWERS**

The powers of the Association shall include and be governed by the following:

A. General. The Association shall have all of the common law and statutory powers of a not for profit corporation under the laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or the Condominium Act.

B. Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Condominium Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time.

C. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-laws and the Condominium Act, provided that in the event of conflict, the provisions of the Condominium Act shall control over those of the Declaration and the By-laws.

**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator is Thomas J. Hoben, 10350 Bren Road West, Minnetonka, MN 55343. The rights, interests and obligations of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

**ARTICLE X
REGISTERED AGENT**

The name of the registered agent and place for service of process is Corporation Service Company, 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this
12th day of October, 2006.



Thomas J. Hoben

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

CORPORATION SERVICE COMPANY

By: *Dina L. Davis*
Name: Dina L. Davis
Title: as its agent

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